

02/28/00
MRO 1/30/00
DWM

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

02-29-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101278747

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

23

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

02/28/2000 TTON11 00000199 500706 2249416

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 CH
500.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002027 FRAME: 0160

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 373-3262

Name

Theodore M. Sabety, Esq.

Address (line 1)

Paul Weiss Rifkind Wharton & Garrison

Address (line 2)

1235 Avenue of The Americas

Address (line 3)

New York, New York 10019-6064

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

9

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/576,822 75/573196 75/705625

2,249,416 1,903,203 2,234,018

75/422418 75/558340 75/516747

2,264,653 2,224,287 2,168,802

75/517427 75/558341 75/629387

2,091,205

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 540.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

50-0706

Authorization to charge additional fees:

Yes



No



Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Theodore M. Sabety, Esq.

Name of Person Signing

Signature

1/18/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/563987"/>	<input type="text" value="75/558343"/>	<input type="text" value="75/594588"/>
<input type="text" value="75/595446"/>	<input type="text" value="75/692395"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

TRADEMARK SECURITY INTEREST AGREEMENT

This TRADEMARK SECURITY AGREEMENT ("Agreement") is made by CDnow, Inc., a Pennsylvania corporation having its principal office at 1005 Virginia Drive, Ft. Washington, PA 19034 ("Grantor"), in favor of Sony Music Entertainment Inc., a Delaware corporation, having its principal office at 550 Madison Avenue, New York, NY 10022, and Time Warner Inc. a Delaware corporation, having its principal office at 75 Rockefeller Plaza, New York, NY 10019 (collectively referred to as "Grantee").

WHEREAS, Grantor is the owner of the United States trademark registrations and applications listed on the attached Schedule A (collectively the "Marks");

WHEREAS, under a Guarantee and Collateral Agreement, dated as of December 9, 1999 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement") between Grantor and Grantee, Grantor has granted to Grantee a security interest in certain of its assets (including the Marks and the goodwill associated therewith) to secure the performance of the obligations of Grantor under a Convertible Loan Agreement, dated as of July 12, 1999 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement" and, together with the Guarantee and Collateral Agreement, the "Loan Agreement");

WHEREAS, Grantor and Grantee by this instrument seek to confirm and make a record of the grant of a security interest in the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged. Grantor does hereby acknowledge that it has granted to Grantee a security interest in all of Grantor's right, title, and interest in, to, and under the Marks and the goodwill associated therewith. Grantor also acknowledges and confirms that the rights and remedies of Grantee with respect to the security interests in the Marks granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated herein by reference.

CDNOW, INC.

By: [Signature]
Title: Vice President & General Counsel
Date: December 7, 1999
Address: 1005 Virginia Drive
Ft. Washington, PA 19034
Telephone: (215) 619-9900
Facsimile: (215) 619-9521

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF Philadelphia)

Subscribed and sworn to this
9th day of December, 1999.
[Signature]
Notary Public

My Commission Expires [Signature]
Notarial Seal
Isela Melendez-Milan, Notary Public
Philadelphia, Philadelphia County
My Commission Expires July 21, 2001

SONY MUSIC ENTERTAINMENT INC.

By: [Signature]
Title: Sr VP General Counsel & Secretary
Date: 1/20/00
Address: 550 Madison Avenue
New York, NY 10022
Telephone: (212) 833-7907
Facsimile: (212) 833-7887

STATE OF New York)
) SS:
COUNTY OF New York)

Subscribed and sworn to this
20 day of JAN, 2000
[Signature]
Notary Public
My Commission Expires: _____

DENISE Y. TIMMONS
Notary Public, State of New York
No. 31-4904732
Qualified in New York County
Commission Expires September 8, 2001

TIME WARNER INC.

By: Robert Marcus
Title:
Date:
Address:

Telephone:
Facsimile:

STATE OF New York)
COUNTY OF New York) SS:

Subscribed and sworn to this
20th day of January, 2000.
Carolyn Dolan
Notary Public

My Commission Expires: November 30, 2001

CAROLYN DOLAN
Notary Public, State of New York
No. 01004613170
Qualified in Queens County
Commission Expires Nov. 30, 2001

SCHEDULE I**Registered Trademarks in the U.S.**

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
ALBUM ADVISOR	2,249,416	6/1/99
CDNOW	1,903,203	7/4/95
CDNOW	2,234,018	3/23/99
FREE MUSIC FOR LIFE	2,264,653	7/27/99
INTERJUKE	2,224,287	2/16/99
INTERNET JUKEBOX	2,168,802	6/30/98
NO OTHER MUSIC STORE COMES CLOSE	2,091,205	8/26/97

PENDING U.S. APPLICATIONS

MARK NAME	SERIAL NO.
A BETTER MUSIC STORE	
C2	75/576,822
C2 and Design	75/573,196
CDNOW	75/705,625
CDNOW and Design	
COSMIC CREDIT	75/422,418
COSMIC CREDIT and Design	75/558,340
COSMIC CREDIT and Design	75/516,747
COSMIC CREDIT and Design	75/517,427
COSMIC CREDIT (Misc. Design)	75/558,341
CUSTOM SHOP	75/629,387
FAST FORWARD REWARDS	75/563,987
FAST FORWARD REWARDS and Design	75/558,343
JUKENET. AN INTERNET MUSIC STORE	

PENDING U.S. APPLICATIONS

MARK NAME	SERIAL NO.
SHOPPER CONNECTION	75/594,588
SHOPPER CONNECTION and Design	75/595,446
UNHEARD?	
YOUR MUSIC. YOUR STORE.	75/692,395