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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Diamond Multimedia Systems, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: RioPort.com, Inc.
Internal Address: _____
Street Address: 2895 Zanker Road
City: San Jose State: CA ZIP: 95134

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Asset Purchase Agreement

Execution Date: July 1, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
B. Trademark Registration No.(s)
RIO registration
no. 2,311,043

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 13474-TM1074
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Linda G. Alvarez
Internal Address: _____
Street Address: Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
City: Palo Alto State: CA ZIP: 94304-1050

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9. 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.

Linda G. Alvarez [Signature] 7/10/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 25

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

Rioport.com, Inc.

RECEIVED

FEB 18 2000

U.S. General

Diamond Multimedia Systems
Inc.
13474-TM 1074 (3)

WILSON, SONSINI,
GOODRICH & ROSATI

ASSET CONTRIBUTION AGREEMENT

THIS ASSET CONTRIBUTION AGREEMENT is entered into as of July 1, 1999 (the "Effective Date"), between DIAMOND MULTIMEDIA SYSTEMS, INC., a Delaware corporation ("Diamond"), and RIOPORT.COM, INC., a Delaware corporation and a wholly owned subsidiary of Diamond ("RioPort").

WHEREAS, in order, among other things, to further allocate administration, maintenance and management of certain intellectual property and related research and development operations and administration and management of Diamond's Internet music business, consistent with the resolutions of the Diamond board of directors, Diamond has determined to transfer to RioPort certain intellectual property and related research and development assets and other assets and certain liabilities.

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**EXHIBIT B
TO THE ASSET CONTRIBUTION AGREEMENT
TRADEMARKS**

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made as of September __, 1999 by and between Diamond Multimedia Systems, Inc., a Delaware corporation having its principal place of business located at 2880 Junction Avenue, San Jose, California ("Diamond"), and RioPort.com, Inc., a Delaware corporation having its principal place of business at 2880 Junction Avenue, San Jose, California 95134-1922 ("RioPort").

WHEREAS, Diamond is the owner of certain tradenames, trademarks, service marks, trade dresses, logos, designs, and slogans, in word mark, stylized and/or design formats, including without limitation the marks which are the subject of the registrations and pending applications identified in Schedule I hereto (the "Marks");

WHEREAS, Diamond and RioPort have entered into the Asset Contribution Agreement dated September __, 1999 (the "Agreement"), as part of which Diamond has agreed to assign to RioPort the Marks except to the extent they shall constitute Excluded Trademarks (as defined in the Agreement);

WHEREAS, this Assignment of Trademarks will effectuate that assignment.

NOW, THEREFORE, for good and valuable consideration, including the promises and mutual covenants set forth in the Asset Contribution Agreement, Diamond hereby assigns and transfers to RioPort all of its rights, title and interest throughout the world in and to the Marks (other than the Excluded Trademarks), including without limitation, the registrations and applications pertaining thereto, together with the goodwill of the business symbolized by the Marks transferred hereby and the right to sue and recover damages for past, present and future infringements thereof and to stand in the place of Diamond in all matters related thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed as of the day and year first written above.

DIAMOND MULTIMEDIA SYSTEMS, INC.

RIOPORT.COM, INC.

By: James M Walker

By: V. David Watkins

Name: JAMES M WALKER

Name: V. David Watkins

Title: SVP & CFO

Title: President

SCHEDULE 1 TO EXHIBIT B OF
THE ASSET CONTRIBUTION AGREEMENT

Trademarks

Rio

RioPort

RioPort.com

RioSearch

RioPort Logo

"The World is Listening"

"Your Source for Downloadable Music"

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