

09-18-2000

USPTO Patent and Trademark Office



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To the Honorable Commissioner c

101458162

attached original documents or copy thereof

1. Name of conveying party(ies): MRO 8.31.00

Sony Music Entertainment, Inc.  
Time Warner, Inc.

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

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

2. Name and address of receiving party(ies)

Name: CDnow, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1005 Virginia Drive

Fort Washington State: PA ZIP 19034

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- 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
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: 8-4-2000

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

A. Trademark Application No.(s)

See Schedule A attached hereto.

B. Trademark Registration No.(s)

See Schedule A attached hereto.

Additional numbers attached?  Yes  No

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

Name: John Meade

Internal Address: \_\_\_\_\_

Davis Polk & Wardwell

Street Address: 450 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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09/18/2000 101458162

9. Statement and signature of

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.

Rick Harrison

Name of Person Signing

Rick Harrison

Signature

8/16/00

Date

Total number of pages including cover sheet, attachments, and document: 16

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

TRADEMARK  
REEL: 002137 FRAME: 0296

## SCHEDULE A

### **Federal Trademark Applications:**

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
CDNOW	75/705,625	May 14, 1999
YOUR MUSIC. YOUR STORE.	75/692,395	April 27, 1999
COSMIC CREDIT Plus Design	75/558,340	September 14, 1998

### **Federal Trademark Registrations:**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
C2	2,311,250	January 25, 2000
C2 (Stylized)	2,311,223	January 25, 2000
FAST FORWARD REWARDS	2,307,315	January 11, 2000
Star in Square Design	2,313,669	February 1, 2000
FREE MUSIC FOR LIFE	2,264,653	July 27, 1999
ALBUM ADVISOR	2,249,416	June 1, 1999
CDNOW	2,234,018	March 23, 1999
INTERJUKE	2,224,287	February 16, 1999
COSMIC CREDIT	2,299,375	December 14, 1999
INTERNET JUKEBOX	2,168,802	June 30, 1998
CDNOW	1,903,203	July 4, 1995
NO OTHER MUSIC STORE COMES CLOSE	2,091,205	August 26, 1997

### **Common Law Trademarks**

A BETTER MUSIC STORE  
CDNOW Plus Design  
JUKENET. AN INTERNET MUSIC STORE.  
UNHEARD? (subsequently filed on April 17, 2000 - Serial No. 76/025,880)

## RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Trademark Security Interest Release (the "Release") is granted and conveyed by Sony Music Entertainment Inc., a Delaware corporation, having its principal business at 550 Madison Avenue, New York, New York 10022 ("Sony Music") and Time Warner Inc., a Delaware corporation, having its principal office at 75 Rockefeller Plaza, New York, New York 10019 (collectively, with Sony Music, "Grantee"), in favor of CDnow, Inc., a Pennsylvania corporation, having its principal business address at 1005 Virginia Drive, Fort Washington, Pennsylvania 19034 ("CDNOW").

WHEREAS, Sony Music and CDNOW entered into a Trademark Security Interest Agreement on December 7, 1999 (the "Trademark Security Agreement"), under which CDNOW granted to Grantee a security interest in the trademark applications, trademark registrations, and common law trademarks listed on the attached Schedule A, and the goodwill associated therewith (the "Marks").

WHEREAS, the United States Patent and Trademark Office ("PTO") recorded the Trademark Security Agreement on January 28, 2000, against the Marks at Trademark Reel 2027, Frame 0160; and

WHEREAS, CDNOW has satisfied all of its outstanding obligations under the Trademark Security Agreement and the Guarantee and Collateral Agreement, dated December 9, 1999 between CDNOW and Grantee (the "Guarantee and Collateral Agreement"), and the parties seek to make a record of Grantee's release and reassignment to CDNOW of any and all of its security interest in the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Grantee hereby (1) releases, discharges and relinquishes its security interest in the Marks, and (2) reassigns to CDNOW all right, title, and interest that Grantee may have had in the Marks including the goodwill associated with the Marks. Grantee specifically acknowledges that the Trademark Security Agreement and the Guarantee and Collateral Agreement is no longer effective, and that Grantee does not own any rights to or have any ownership interest in the Marks.

This Release may be executed in counterparts and all such counterparts shall constitute one document not withstanding that all of the parties may not be signatoreis to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute and deliver this Release as of the date written below.

**SONY MUSIC ENTERTAINMENT INC.**

Date: \_\_\_\_\_

By *[Signature]*

Name: KEVIN M. KELLEHER

Title: EVP & CFO

**TIME WARNER INC.**

Date: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

This Release may be executed in counterparts and all such counterparts shall constitute one document notwithstanding that all of the parties may not be signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute and deliver this Release as of the date written below.

**SONY MUSIC ENTERTAINMENT INC.**

Date: \_\_\_\_\_

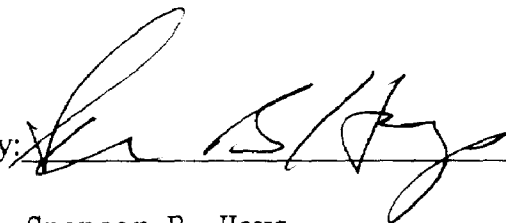
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**TIME WARNER INC.**

Date: August 4, 2000

By:  \_\_\_\_\_

Name: Spencer B. Hays

Title: Vice President

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