



Tab settings

To the Honorable Commissioner of Patents

101462416

original documents or copy thereof

9-6-00

1. Name of conveying party(ies):

CDnow, Inc.  
N2K Inc.

1. (16)  
9.6.00

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 19, 2000

2. Name and address of receiving party(ies)

Name: Bertelsmann, Inc.

Internal Address:

Street Address: 1540 Broadway

City: New York State: NY zip 10036

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

If assignee is not domiciled in the United States, a domestic representative design is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

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: J. Lee

Internal Address: Access Information Services, Inc

Street Address: 1773 Western Avenue

City: Albany State: NY ZIP: 12203

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41).....\$ 640.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

09/18/2000 MTHAI1 00000430 75936267

DO NOT USE THIS SPACE

01 FC 481 40.00 OP  
02 FC 482g 600.00 OP

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 cc of the original document.

Rick Harrison  
Name of Person Signing

Rick Harrison  
Signature

5/16/00  
Date

Total number of pages including cover sheet, attachments, and document: 26

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

U.S. Trademark/Service Mark Applications and Registrations Owned by CDNow, Inc. and NZK Inc.

Mark	Serial No.	Class	Owner	Comments
ALLSTAR	75/936,267 March 6, 2000	Class 35	CDNow, Inc.	1. Pending; 2. Chain of title appears to be clear.
CDNOW	75/705,625 May 14, 1999	Classes 9 and 41	CDNow, Inc.	1. Pending; A Request for Extension of Time to Oppose the mark has been filed with the Trademark Trial and Appeal Board by a third party; 2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.
YOUR MUSIC. YOUR STORE.	75/692,395 April 27, 1999	Classes 9, 35, and 41.	CDNow, Inc.	1. Pending; Non-Final Office Action issued 12/3/99; Response due 6/3/00; 2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.

<p><b>360MUSIC</b></p>	<p>75/636,022 February 8, 1999</p>	<p>Classes 35 and 42</p>	<p>CDnow, Inc.</p>	<p>1. Pending; Approved by the Examiner for publication; 2. Chain of title appears to be clear.</p>
<p><b>PUREMUSIC</b></p>	<p>75/635,972 February 8, 1999</p>	<p>Classes 35 and 42</p>	<p>CDnow, Inc.</p>	<p>1. Pending; Notice of Allowance mailed 7/4/00; statement of use or extension of time to file statement of use due 1/4/01; 2. Chain of title appears to be clear.</p>
<p><b>C2</b></p>	<p>2,311,250 January 25, 2000</p>	<p>Class 35</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 1/25/05 and 1/25/06; 2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>

<p><b>C2 (Stylized)</b></p>	<p>2,311,223 January 25, 2000</p>	<p>Class 35</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 1/25/05 and 1/25/06;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>FAST FORWARD REWARDS</b></p>	<p>2,307,315 January 11, 2000</p>	<p>Class 35</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 1/11/05 and 1/11/06;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>

<p><b>Star in Square Design</b></p>	<p>2,313,669 February 1, 2000</p>	<p>Class 35</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 2/1/05 and 2/1/06;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>COSMIC CREDIT Plus Design</b></p>	<p>75/558,340 September 14, 1998</p>	<p>Class 42</p>	<p>CDnow, Inc.</p>	<p>1. Pending; published for opposition purposes 7/4/00;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>CD NOW Plus Design</b></p>	<p>75/542,030 August 24, 1998</p>	<p>Classes 35 and 42</p>	<p>CDnow, Inc.</p>	<p>1. Pending; published for opposition purposes 5/9/00;  2. Chain of title appears to be clear.</p>

<p><b>FREE MUSIC FOR LIFE</b></p>	<p>2,264,653 July 27, 1999</p>	<p>Class 35</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 7/27/04 and 7/27/05;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>ALBUM ADVISOR</b></p>	<p>2,249,416 June 1, 1999</p>	<p>Class 42</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 6/1/04 and 6/1/05;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>

<p><b>CDNOW</b></p>	<p>2,234,018 March 23, 1999</p>	<p>Classes 35 and 42</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 3/23/04 and 3/23/05;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>INTERJUKE</b></p>	<p>2,224,287 February 16, 1999</p>	<p>Class 41</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 2/16/04 and 2/16/05;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>

<p><b>COSMIC CREDIT</b></p>	<p>2,299,375 December 14, 1999</p>	<p>Class 35</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 12/14/04 and 12/14/05;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>NO OTHER MUSIC STORE COMES CLOSE</b></p>	<p>2,091,205 August 26, 1997</p>	<p>Class 42</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 8/26/02 and 8/26/03;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>



<p><b>INTERNET JUKEBOX</b></p>	<p>2,168,802 June 30, 1998</p>	<p>Class 41</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 6/30/03 and 6/30/04;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>CDNOW</b></p>	<p>1,903,203 July 4, 1995</p>	<p>Class 42</p>	<p>CDnow, Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 7/4/00 and 7/4/01;  2. A security interest was recorded in favor of Sony Music Entertainment Inc. with the PTO on 1/28/00.</p>
<p><b>N2K ENCODED</b></p>	<p>2,131,195 January 30, 1998</p>	<p>Class 42</p>	<p>N2K Inc.</p>	<p>1. Registered; Declaration of Continued Use due between 1/20/03 and 1/20/04;  2. Chain of title appears to be clear.</p>

<b>JAZZ CENTRAL STATION Plus Design</b>	2,082,973 July 29, 1997	Class 9	N2K Inc.	1. Registered; Declaration of Continued Use due between 7/29/02 and 7/29/03;  2. Chain of title appears to be clear.
<b>JAZZ CENTRAL STATION</b>	2,182,597 August 18, 1998	Class 42	N2K Inc.	1. Registered; Declaration of Continued Use due between 8/18/03 and 8/18/04;  2. Chain of title appears to be clear.
<b>MUSIC BLVD.</b>	2,232,457 March 16, 1999	Classes 41 and 42	N2K Inc.	1. Registered; Declaration of Continued Use due between 3/16/04 and 3/16/05;  2. Chain of title appears to be clear.

<b>MUSIC BOULEVARD</b> <b>WWW.MUSICBLVD.</b> <b>COM Plus Design</b>	1,999,642 September 10, 1996	Classes 41 and 42	N2K Inc.	1. Registered; Declaration of Continued Use due between 9/10/01 and 9/10/02;  2. Chain of title appears to be clear.
<b>MUSIC BOULEVARD</b>	1,971,906 April 30, 1996	Classes 41 and 42	N2K Inc.	1. Registered; Declaration of Continued Use due between 4/30/01 and 4/30/02;  2. Chain of title appears to be clear.

## TRADEMARK SECURITY INTEREST AGREEMENT

This TRADEMARK SECURITY INTEREST AGREEMENT (“Agreement”) is made by CDnow, Inc., a Pennsylvania corporation, N2K Inc., a Delaware corporation all having their principal offices at 1005 Virginia Drive, Ft. Washington, PA 19034 (“Grantors”), in favor of Bertelsmann, Inc. having its principal office at 1540 Broadway, New York, NY 10036 (the “Grantee”).

WHEREAS, the Grantors are the owners of the United States trademark registrations and applications listed on the attached Schedule A (collectively the “Marks”);

WHEREAS, under a Security Agreement, dated as of July 19, 2000 (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”) between Grantors and Grantee, Grantors have 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 CDnow, Inc. under a Convertible Subordinated Secured Loan Agreement, dated as of July 19, 2000 (as amended, supplemented or otherwise modified from time to time, the “Loan Agreement” and, together with the Security Agreement, the “Loan Documents”);

WHEREAS, Grantors and Grantee by this instrument seek to confirm and make a record of 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, Grantors do hereby acknowledge that they have granted to Grantee a security interest in all of the Grantors’ right, title, and interest in, to, and under the Marks and the goodwill associated therewith. Grantors also acknowledge and confirm 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 Documents, the terms and provisions of which are incorporated herein by reference.

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be duly executed by its officer thereunto duly authorized as of the 31st day of July, 2000.

CDNOW, INC.

By: [Signature]  
Title: Vice President & General Counsel  
Address: 1005 Virginia Drive  
Ft. Washington, PA 19034

Telephone: (215) 619-9000  
Facsimile: (215) 619-9521

N2K INC.

By: [Signature]  
Title: Secretary & Treasurer  
Address: 1005 Virginia Drive  
Ft. Washington, PA 19034

Telephone: (215) 619-9900  
Facsimile: (215) 619-9521

Acknowledged:

BERTELSMANN, INC.

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be duly executed by its officer thereunto duly authorized as of the \_\_\_ day of \_\_\_\_\_, 2000.

CDNOW, INC.

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

Title:

Address: 1005 Virginia Drive  
Ft. Washington, PA 19034

Telephone: (215) 619-9000

Facsimile: (215) 619-9521

N2K INC.

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

Title:

Address: 1005 Virginia Drive  
Ft. Washington, PA 19034

Telephone:

Facsimile:

Acknowledged:

BERTELSMANN, INC.

By: 

Name: ROBERT J. SORRENTINO

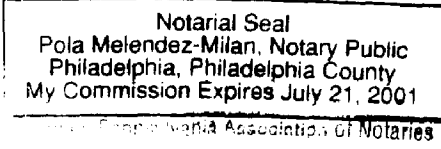
Title: PRESIDENT

STATE OF PENNSYLVANIA )

COUNTY OF Philadelphia ) SS: )

On the 31<sup>st</sup> day of July in the year 2000 before me, the undersigned, personally appeared David Capozzi personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/hers/their signature(s) on the instrument, the individual(s), or the person upon behalf which the individual(s) acted, executed the instrument.

Pola Melendez-Milan  
Notary Public



STATE OF PENNSYLVANIA )

COUNTY OF Philadelphia ) SS: )

On the 31<sup>st</sup> day of July, in the year 2000 before me, the undersigned, personally appeared David Capozzi, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/hers/their signature(s) on the instrument, the individual(s), or the person upon behalf which the individual(s) acted, executed the instrument.

Pola Melendez-Milan

**Notary Public**  
Notarial Seal  
Pola Melendez-Milan, Notary Public  
Philadelphia, Philadelphia County  
My Commission Expires July 21, 2001  
Member, Pennsylvania Association of Notaries



U.S. Trademark/Service Mark Applications and Registrations Owned by CDnow, Inc. and NZK Inc.

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