

08-23-2001



101820800

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):  
Adaptec, Inc. 08/09/01

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: Roxio, Inc.  
 Internal  
 Address: \_\_\_\_\_

Street Address: 461 South Milpitas Blvd.  
 City: Milpitas State: CA Zip: 95035

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 \_\_\_\_\_

Execution Date: May 5, 2001

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

A. Trademark Application No.(s)  
75197143    75534679  
75754791    75692802  
75451485    76081378

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2166788  
2440935    2179486    2369815  
2471889    2315570    2360619

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Allyn Taylor, Esq.  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: 3340 Hillview Avenue  
 \_\_\_\_\_  
 \_\_\_\_\_

City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved: ..... **13**

7. Total fee (37 CFR 3.41).....\$ 340

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
07-1907

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

DO NOT USE THIS SPACE

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.*

Allyn Taylor                      [Signature]                      8/6/01  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: **9**

08/22/2001 TDI:AZ1 00000092 75197143  
 01 FC:481                      40.00 DP  
 02 FC:482                      300.00 DP

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

# MASTER TECHNOLOGY OWNERSHIP AND LICENSE AGREEMENT

This Master Technology Ownership and License Agreement (the "Agreement") is effective as of May 5, 2001, 12:01 A.M., P.S.T., (the "Effective Date") between Adaptec, Inc., a Delaware corporation ("Adaptec"), having an office at 691 South Milpitas Boulevard, Milpitas, CA 95035, and Roxio, Inc. ("Roxio"), a Delaware corporation ("Roxio"), having an office at 461 South Milpitas Boulevard, Milpitas, CA 95035.

## RECITALS

WHEREAS, the Boards of Directors of each of Adaptec and Roxio have determined that it is appropriate and desirable for Adaptec to contribute and transfer to Roxio, and for Roxio to receive and assume, directly or indirectly, substantially all of the assets and liabilities currently associated with the Roxio Business and the stock, investments or similar interests currently held by Adaptec in subsidiaries and other entities that conduct such business (the "Separation");

NOW, THEREFORE, in consideration of the foregoing and the covenants and agreements set forth below, the parties hereto agree as follows:

## ARTICLE 1

### DEFINITIONS

For the purpose of this Agreement the following capitalized terms are defined in this Article 1 and shall have the meaning specified herein:

1.3 ASSIGNED TRADEMARKS. "Assigned Trademarks" means the United States trademarks and the registrations thereof listed on Schedule A.

ARTICLE 2  
OWNERSHIP

2.2 ASSIGNMENT OF TRADEMARKS. Adaptec hereby grants, conveys and assigns (and agrees to cause its appropriate Subsidiaries to grant, convey and assign) to Roxio, by execution hereof (or, where appropriate or required, by execution of separate instruments of assignment), all its (and their) right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized by the Assigned Trademarks.

WHEREFORE, the parties have signed this Master Technology Ownership and License Agreement effective as of the date first set forth above.

**ADAPTEC, INC.**

**ROXIO, INC.**

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

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

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

Name: *Wm. Christopher Gorog* \_\_\_\_\_

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

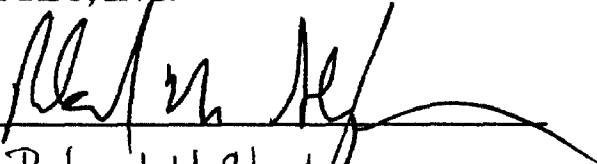
Title: *President and CEO* \_\_\_\_\_

[SIGNATURE PAGE TO MASTER TECHNOLOGY OWNERSHIP  
AND LICENSE AGREEMENT]

WHEREFORE, the parties have signed this Master Technology Ownership and License Agreement effective as of the date first set forth above.

ADAPTEC, INC.

ROXIO, INC.

By:   
Name: Robert N. Stephens  
Title: President, Chief Executive Officer

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

[SIGNATURE PAGE TO MASTER TECHNOLOGY OWNERSHIP  
AND LICENSE AGREEMENT]

SCHEDULE A

ASSIGNED TECHNOLOGY AND ASSIGNED TRADEMARKS

**Assigned Trademarks:**

Mark	Status	App #	App Date	Reg #	Reg Date
BackMeUp (U.S.)	Abandoned	75/681879	12/03/1998		
CD Spin Doctor (U.S.)	Registered	75/227032	01/16/1997	2179486	08/04/1998
CD!Backup (U.S.)	Abandoned	75/550598	09/09/1998		
CeQuadrat (U.S.)	Registered	74/640001	02/24/1995	1957675	02/20/1996
DirectCD (China)	Rejection Appeal	9800032996	04/09/1998		
DirectCD (Taiwan)	Registered	(87)19944	04/29/1998	881038	02/01/2000
DirectCD (U.S.)	Opposed	75/197143	11/13/1996		
Easy CD Creator (China)	Abandoned	9800045466	05/07/1998		
Easy CD Creator (Hong Kong)	Office Action	9800045466	05/07/1998		
Easy CD Creator (Taiwan)	Registered	(87)19945	04/29/1998	919092	12/16/2000
Easy CD Creator (U.S.)	Registered	75/451475	03/17/1998	2369815	07/25/2000
Easy DVD Creator (U.S.)	To Be Published	75/451485	03/17/1998		
Easy-CD Pro (U.S.)	Abandoned	74/341156	12/17/1992	1805898	11/23/1993
GoBack (U.S.)	Registered	75/354597	09/10/1997	2271088	08/17/1999
Just!Audio (U.S.)	Abandoned	75/352940	02/08/1997		
Just!Backup (U.S.)	Suspended	75/458633	03/27/1998		
Just!Burn (U.S.)	OA Response	75/457730	03/27/1998		
Just!Photo (U.S.)	Suspended	75/458650	03/27/1998		
Just!Video (U.S.)	Suspended	75/458094	03/27/1998		
Misc. Design (SPG Logo) (U.S.)	Notice of Allowance	75/692802	04/28/1999		
PacketCD (U.S.)	Abandoned	75/227315	01/17/1997		
Photorelay (U.S.)	To Be Published	76/019747	04/05/2000		
Pureburn (U.S.)	Pending Application	76/212168	02/15/2001		
ReZoom (U.S.)	Published	75/534679	08/11/1998		
ReZoom (EU)	Registered	961342	10/12/1998	961342	04/17/2000
Roxio (U.S.)	Office Action	76/108418	08/11/2000		
Roxio (Australia)	Pending Application	865545	02/12/2001		
Roxio (Canada)	Pending Application	1092448	02/12/2001		

Roxio (China (People's Republic Of))	Pending Application	2001018360	02/12/2001		
Roxio (EU)	Pending Application		02/12/2001		
Roxio (Hong Kong)	Pending Application	2358/2001	02/12/2001		
Roxio (Japan)	Pending Application	2001-011397	02/13/2001		
Roxio (New Zealand)	Office Action	632270	02/12/2001		
Roxio (Norway)	Pending Application	200101927	02/12/2001		
Roxio (South Korea)	Pending Application	2001-4989	02/12/2001		
Roxio (Switzerland)	Pending Application	01464/2001	02/12/2001		
Roxio (Taiwan)	Pending Application		02/12/2001		
Simplesync (U.S.)	Published	76/081378	06/29/2000		
Simplesync (China (People's Republic Of))	Pending Application	2000206693	12/29/2000		
Simplesync (EU)	Pending Application		12/28/2000		
Simplesync (Hong Kong)	Pending Application	56/2001	01/02/2001		
Simplesync (Japan)	Pending Application	2000-141407	12/28/2000		
Simplesync (Switzerland)	Pending Application	15294/2000	12/29/2000		
Simplesync (Taiwan)	Pending Application	(89)076127	12/28/2000		
Sound Morph (EU)	To Be Abandoned	977975	05/05/1998	977975	06/05/2000
Soundstream (EU)	Published	1437219	12/23/1999		
Soundstream (Japan)	OA Response	11-119538	12/24/1999		
Soundstream (U.S.)	Abandoned	75/748429	07/12/1999		
Take Two (U.S.)	To Be Published	75/754791	07/12/1999		
Toast (Austria)	Registered		03/13/1998	695314	06/08/1998
Toast (Denmark)	Registered		03/13/1998	695314	06/08/1998
Toast (France)	Registered		03/13/1998	695314	06/08/1998
Toast (Germany)	Registered	T 33 512/9 Wz	06/26/1992	2033446	03/26/1993
Toast (Sweden)	Registered		03/13/1998	695314	06/08/1998
Toast (Switzerland)	Registered		03/13/1998	695314	06/08/1998
Toast (U.S.)	Notice of Allowance	75/476899	04/01/1998		
Toast (United Kingdom)	Published		03/13/1998	695314	06/08/1998
Toast CD ROM (Germany)	Registered	F 44487	09/10/1994	2082279	10/24/1994
Toast CD-ROM (U.S.)	Registered	75/073340	03/15/1996	2166788	06/23/1998
Toast DVD (EU)	Pending Application	961375	10/12/1998		
Toast DVD (U.S.)	Registered	75/474232	04/24/1998	2315570	02/08/2000
Videoh! (EU)	Withdrawn	1079870	02/18/1999		
Videoh! (U.S.)	Abandoned	75/558464	09/14/1998		
Web-Checkup ( U.S.)	Registered	75/399029	12/02/1997	2360619	06/20/2000
WildFile (U.S.) (class 42)	Registered	75/354598	09/10/1997	2203889	11/17/1998
WildFile (U.S.) (class 9)	Registered	75/354550	09/10/1997	2257925	06/29/1999



08-09-2001

U.S. Patent & TMOfo/TM Mail Rept Dt #11

3340 Hillview Avenue  
Palo Alto, CA 94304-1203  
www.graycary.com  
O] 650-833-2170  
F] 650-833-2301

August 9, 2001  
VIA EXPRESS MAIL NO. EL911100959US

OUR FILE NO. 2101838-900200

BOX ASSIGNMENT  
COMMISSIONER OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

**Re: Assignment of Trademarks**

Dear Sir:

Enclosed for your recordation are the following documents regarding the assignment of the marks listed on the enclosed Recordation Form:

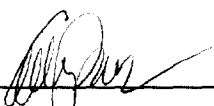
- (1) Executed assignment by and between Adaptec, Inc. and Roxio, Inc.;
- (2) Trademark Recordation Cover Sheet;
- (3) A check in the amount of \$340 to cover the applicable recordation fees; and
- (4) A self-addressed, stamped postcard.

In the event there is a deficiency in the fee, please debit my firm's Deposit Account, No. 07-1907 for the remaining fees due.

Please record this Assignment so that the pending registrations will issue to assignee. Please return the recorded Assignment to the undersigned at our Palo Alto office.

Very truly yours,

**Gray Cary Ware & Freidenrich LLP**

By:   
Allyn Taylor  
ataylor@graycary.com

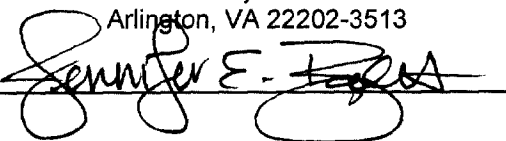
AT:jeb  
Enclosures

cc: Jennifer Bales

**CERTIFICATE OF EXPRESS MAILING**

I do hereby certify that this document is being deposited with the United States Postal Service as Express Mail on 8/9/01 in an envelope numbered EL911100959 US

addressed to:  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513



SILICON VALLEY SAN DIEGO SAN DIEGO/GOLDEN TRIANGLE SAN FRANCISCO AUSTIN SEATTLE SACRAMENTO LA JOLLA

Gray Cary\PA\10164281.1  
2101838-900200

  
**RECORDED: 08/09/2001**

**TRADEMARK**  
**REEL: 002353 FRAME: 0198**