

10-22-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): 10-971
RealNetworks, Inc.

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

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

2. Name and address of receiving party(ies)
Name: **MusicNet.com, Inc.**
Internal Address: _____
Address: _____
Street Address: **2601 Elliot Way**
City: **Seattle** State: **WA** Zip: **98121**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **of 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: **April 4, 2001**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,927,798 and 2,139,951

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Kimberly G. Russell, Esq.**
Internal Address: **Steinhart & Falconer LLP**
Street Address: **333 Market Street, Suite 3200**
City: **San Francisco** State: **CA** Zip: **94105**

7. Total fee (37 CFR 3.41).....**\$65.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-4215
(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.

Kimberly G. Russell *Kimberly G. Russell* **October 9, 2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

10/19/2001 LNUELLER 00000006 194215 1927798

01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK REEL: 002386 FRAME: 0101

RE

05-07-1997

SH. IT

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

.Y (481-40.00) 74/689207
483-75.00

Tab settings 000 ▼

To the Honorable Commissioner of I

100411614

attached original documents or copy thereof.

1. Name of conveying party(ies): 5-6-97

MNI Interactive, Inc.

- Individual(s)
- General Partnership
- Corporation-State (California)
- 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: _____

2. Name and address of receiving party(ies)

Name: Progressive Networks, Inc.

Internal Address: Suite 2900

Street Address: 1111 Third Avenue

City: Seattle State: WA ZIP: 98101

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

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

A. Trademark Application No.(s)

74/689207

B. Trademark Registration No.(s)

1,927,798, 1,950,806, 1,938,529

Additional numbers attached? Yes No

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

Name: Kelly Jo MacArthur

Internal Address: Suite 2900

Street Address: 1111 Third Avenue

City: Seattle State: WA ZIP: 98101

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

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

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.

Kelly Jo MacArthur

Name of Person Signing

KJ MacArthur
Signature

RECEIVED
ASSIGNMENT DIVISION
97 MAR -6 PM 10:40
4-21-97
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 002386 FRAME: 0102

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, MNI Interactive, Inc., a California corporation ("Assignor"), with an address at c/o Cooley Godward, Attn.: J. Michael Kelly, One Maritime Plaza, Suite 2000, San Francisco, California 94111, is the owner of the trademark applications and registrations set forth in Exhibit A hereto (the "Trademarks"); and

WHEREAS, Progressive Networks, Inc., a Washington corporation, with its principal place of business at 1111 Third Avenue, Suite 2900, Seattle, Washington 98101 ("Assignee"), is desirous of acquiring said Trademarks and goodwill associated therewith;

NOW, THEREFORE, for sufficient, good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Trademarks, together with the goodwill appurtenant thereto.

Executed this 17 day of April, 1997.

MNI INTERACTIVE, INC.

By: [Signature]
Name: Bruce Pfander
Title: President

STATE OF CALIFORNIA)
) ss:
COUNTY OF _____)

On the ___ day of _____, 1997, before me personally appeared Bruce Pfander, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he is the President of MNI Interactive, Inc., the corporation described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said corporation, and that he has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me this ___ day of _____, 1997.

* ACKNOWLEDGEMENT
ATTACHED
(CALIFORNIA) [Signature]

Signature of Notary Public

Print Name of Notary Public
NOTARY PUBLIC in and for the State of
California, residing at _____
My commission expires: _____

EXHIBIT A

1. Trademark Applications:

Mark: MUSICNET
Serial No.: 74/689,207
Filing Date: June 15, 1995
Int. Class: 9, 41, 42

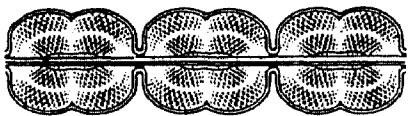
2. Trademark Registrations:

Mark: MUSICNET
Int. Class: 41
Registration No.: 1,927,798
Issue Date: October 17, 1995

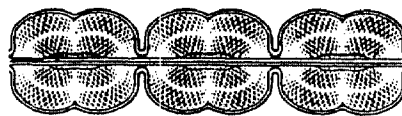
Mark: MUSICNET LOGO (colored)
Int. Class: 41
Registration No.: 1,938,529
Issue Date: November 28, 1995

Mark: MUSICNET LOGO (black and white)
Int. Class: 41
Registration No.: 1,950,806
Issue Date: January 23, 1996

CALIFORNIA



ALL-PURPOSE



ACKNOWLEDGEMENT

STATE OF CALIFORNIA)

COUNTY OF SAN MATEO)

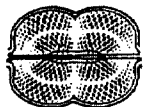
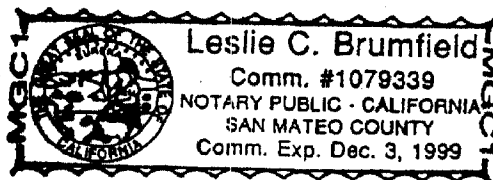
On APRIL 17, 1997 before me, LESLIE C. BRUMFIELD, NOTARY PUBLIC,
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared, BRUCE PFANDER

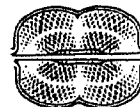
personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Leslie C. Brumfield (SEAL)
NOTARY PUBLIC SIGNATURE



OPTIONAL INFORMATION



TITLE OR TYPE OF DOCUMENT ASSIGNMENT OF TRADEMARK RIGHTS

DATE OF DOCUMENT APRIL 17, 1997 NUMBER OF PAGES 2

SIGNER(S) OTHER THAN NAMED ABOVE NONE

STEINHART & FALCONER LLP
A LIMITED LIABILITY PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
ATTORNEYS
333 MARKET STREET, THIRTY-SECOND FLOOR
SAN FRANCISCO, CALIFORNIA 94105-2150
WWW.STEINHART.COM

KIMBERLY G. RUSSELL
DIRECT DIAL: (415) 442-0834
E-MAIL: KRUSSELL@STEINHART.COM

TELEPHONE: (415) 777-3999
FACSIMILE: (415) 442-0856

EXPRESS MAIL NO: EL629752820US

DATE OF DEPOSIT: October 9, 2001

I hereby certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Box Assignments, USPTO, Crystal Gateway 4, Jefferson Davis Hwy., Suite 320, Washington, D.C. 20231.

By: 

Elonda K. Lloyd

October 9, 2001

VIA EXPRESS MAIL Label No. EL629752820US

BOX ASSIGNMENTS
U.S. Patent and Trademark Office
Assignment Division
Crystal Gateway 4
1213 Jefferson Davis Hwy., Suite 320
Washington, D.C. 20231

Re: MusicNet, Inc.
Recordation of Name Changes and Assignment
Conveying Party: Progressive Networks, Inc.
Receiving Party: MusicNet, Inc.
1. Trademark: MUSICNET, Class 41
U.S. Registration No. 1,927,798
2. Trademark: MUSICNET, Classes 9, 41 and 42
U.S. Registration No. 2,139,951
Our File Nos.: 58889-004 and 58889-005

Dear Sir/Madam:

Steinhart & Falconer LLP represents MusicNet, Inc.

Enclosed please find for recording the following documents:

1) A photocopy of the certificate issued by the Secretary of State, State of Washington, dated September 25, 1997, changing the name of Progressive Networks, Inc. to RealNetworks, Inc.;

BOX ASSIGNMENTS

U.S. Patent and Trademark Office

October 9, 2001

Page 2

2) A photocopy of a Trademark Assignment, dated April 4, 2001, transferring ownership of the above-identified mark and Registration therefore from RealNetworks, Inc. to MusicNet.com, Inc.;

3. A photocopy of the certificate issued by the Secretary of State, State of Delaware, dated July 13, 2001, changing the name of MusicNet.com, Inc. to MusicNet, Inc.; and

4. Three (3) PTO Recordation Form Cover Sheets for each of the above changes to be recorded.

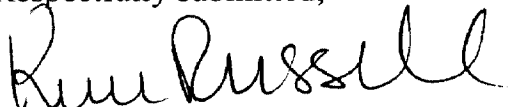
We are also enclosing a copy of Notice of Recordation of Assignment Document, evidencing the recording of the assignment of the above-identified marks from MNI Interactive, Inc. to Progressive Networks, Inc on May 6, 1997, REEL 1582/ FRAME 0492.

Please charge the recordation fee of \$195.00 (\$40.00 for the first mark and \$25.00 for the second mark for each recordation) to the Deposit Account of Steinhart & Falconer, No. 19-4215 (our file no. 58889-4). Please charge any additional fees that may be due or credit any overpayment to the same Deposit Account.

Please date stamp and return the enclosed postcard indicating receipt of these documents.

Should there be any questions or problems with the enclosed documentation and/or Request for Recordation, please do not hesitate to contact me directly at (415) 442-0834.

Respectfully submitted,



Kimberly G. Russell

KGR/meb
Enclosures

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

PROGRESSIVE NETWORKS, INC.

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to **REALNETWORKS, INC.**

UBI Number: 601 523 260

Date: September 25, 1997



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

RALPH MUNRO

Ralph Munro, Secretary of State
2-486789-7

ATTACHMENT B

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into between RealNetworks, Inc. ("RN"), a Washington corporation, and MusicNet.com, Inc., a Delaware corporation ("MusicNet") as of April 4, 2001.

WHEREAS, RN owns all right, title, and interest in and to the trademark MUSICNET, together with the U.S. trademark registrations therefor (Reg. Nos. 2,139,951 and 1,927,798), for the following goods and services: (the "Trademarks"):

Pre-recorded compact disks (CD-ROMS) featuring information in the fields of music, video, film, books, television, games and sports in Class 9;

Information services, namely providing information via interactive computers, computer-enhanced telephones and televisions, telephones, and printed reports in the fields of music, video, film, books, television games and sports, in Class 41;

Providing a computer database in the nature of a bulletin board in the fields of music, video, film, books, television games and sports, in Class 42;

Providing telephone information services in the field of music in International Class 41.

WHEREAS, MusicNet desires to accept such assignment;

NOW THEREFORE, in consideration for the mutual promises set forth herein, the parties hereto intending to be legally bound, hereby agree as follows:

1.1 Conveyance of Rights. RN hereby sells and assigns to MusicNet, pursuant to the terms of this Trademark Assignment, all of RN's worldwide right, title and interest in and to the Trademark, including the goodwill associated therewith.

1.2 Consent to Filing. RN consents to MusicNet's filing of this Trademark Assignment with the United States Patent and Trademark Office.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement by their duly authorized representatives or individually, as the case may be.

REALNETWORKS, INC.

MUSICNET.COM, INC

By: [Signature]

By: [Signature]

Name: KELLY JO MACARTHUR

Name: ROB GLASER

Title: SR VICEPRESIDENT AND GENERAL COUNSEL AND SECRETARY

Title: CHAIRMAN

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MUSICNET.COM, INC.", CHANGING ITS NAME FROM "MUSICNET.COM, INC." TO "MUSICNET, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3144521 8100.

010341046

AUTHENTICATION: 1243556

DATE: 07-16-01

TRADEMARK
REEL: 002386 FRAME: 0110

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MUSICNET.COM, INC.**

Musicnet.com, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is Musicnet.com, Inc.
2. Section 1 of the Amended and Restated Certificate of Incorporation of the Corporation is amended to read as follows:


"I

The name of this Corporation is MusicNet, Inc."

3. The Corporation's Board of Directors and stockholders have duly approved the foregoing amendment to the Amended and Restated Certificate of Incorporation of the Corporation in accordance with the applicable provisions of the General Corporation Law of the State of Delaware. In lieu of a meeting of stockholders, written consent to the adoption of the foregoing amendment by the stockholders of the Corporation has been given in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this document and affirms, under penalties of perjury, that the statements herein are true and that this instrument is the act and deed of Musicnet.com, Inc. as of this 29th day of June, 2001.

MUSICNET.COM, INC.

By 
Robert Glaser, Chief Executive Officer

ATTEST:


Kelly MacArthur, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/13/2001
010341046 - 3144521

TRADEMARK
REEL: 002386 FRAME: 0111



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JUNE 16, 1997

PTAS



100411614A

KELLY JO MACARTHUR
SUITE 2900
1111 THIRD AVENUE
SCATTLE, WA 98101

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 05/06/1997

REEL/FRAME: 1582/0492
NUMBER OF PAGES: 6

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:

MNI INTERACTIVE, INC.

DOC DATE: 04/17/1997
CITIZENSHIP: CALIFORNIA
ENTITY: CORPORATION

ASSIGNEE:

PROGRESSIVE NETWORKS, INC.
1111 THIRD AVENUE, SUITE 2900
SEATTLE, WASHINGTON 98101

CITIZENSHIP: WASHINGTON
ENTITY: CORPORATION

APPLICATION NUMBER: 74689207
REGISTRATION NUMBER:

FILING DATE: 06/15/1995
ISSUE DATE:

MARK: MUSICNET

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74573754
REGISTRATION NUMBER: 1927798

FILING DATE: 08/31/1994
ISSUE DATE: 10/17/1995

MARK: MUSICNET

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74607358
REGISTRATION NUMBER: 1950806

FILING DATE: 12/05/1994
ISSUE DATE: 01/23/1996

MARK: M

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74606749
REGISTRATION NUMBER: 1938529

FILING DATE: 12/05/1994
ISSUE DATE: 11/28/1995

MARK: M

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

KEITH GOODE, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS