

03-21-2002



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

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.

Car 15.5

1. Name of conveying party(ies):

ROXIO, 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: COMERICA BANK - CALIFORNIA

Internal Address: 1331 NORTH CALIFORNIA BLVD., SAN STE. 400 City: FRANCISCO State: CA Zip: 94596

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State CALIFORNIA 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: 03/08/02

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

A. Trademark Application No.(s) SEE ATTACHMENT

B. Trademark Registration No.(s) SEE ATTACHMENT

Additional number(s) attached Yes No

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

Name: NEIL J. RUBENSTEIN, ESQ.

Internal Address:

Street Address: ARTER & HADDEN, LLP TWO EMBARCADERO CENTER, 5TH FLOOR

SAN City: FRANCISCO State: CA Zip: 94111

6. Total number of applications and registrations involved:

24

7. Total fee (37 CFR 3.41) \$ 615.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

03/21/2002 DBYRNE 00000165 76270613

01 FC:48 40.00 OP 02 FC:482 NEIL J. RUBENSTEIN 575.00 OP

Name of Person Signing

Signature

03/ 20 /02

Date

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

4

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

TRADEMARK REEL: 002466 FRAME: 0071

SCHEDULE 1

Trademarks

<u>Country:</u>	<u>United States</u>	<u>Classes</u>	<u>Status</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>
<u>Mark</u>	BURN EVERYTHING	9	Published	76/270613	06/12/2001		
	BURN FREE (STYLIZED)	9	Published	76/277898	06/25/2001		
	BURNPAK!	9	OA Response	76/259759	05/16/2001		
	CD SPIN DOCTOR	9	Registered	75/227032	01/16/1997	2179486	08/04/1998
	DATA OVERSPAN	9	Pending Application	76/333748	11/02/2001		
	EASY CD CREATOR	9	Registered	75/451475	03/17/1998	2369815	07/25/2000
	EASY DVD CREATOR	9	Notice of Allowance	75/451485	03/17/1998		
	GOBACK	9	Registered	75/354597	09/10/1997	2271088	08/17/1999
	LEARN.2.BURN	41	OA Response	76/273469	06/19/2001		
	MISC. DESIGN (CD ON FIRE)	9	Notice of Allowance	76/259761	05/16/2001		
	PHOTORELAY	9	Registered	76/019747	04/05/2000	2440935	04/03/2001
	ROXIO	9	Pending Application	76/108418	08/11/2000		
	ROXIO & DESIGN	9	To Be Published	76/299346	08/13/2001		
	ROXIO THE DIGITAL MEDIA COMPANY LEARN.2.BURN & DESIGN	41	Office Action	76/273764	06/19/2001		
	TAKE TWO	9	Notice of Allowance	75/754791	07/12/1999		
	THE DIGITAL MEDIA COMPANY	9	OA Response	76/262295	05/17/2001		
	TOAST	9	Registered	75/476899	04/01/1998	2471889	07/24/2001
	TOAST CD-ROM	42	Registered	75/073340	03/15/1996	2166788	06/23/1998
	TOAST DVD	9	Registered	75/474232	04/24/1998	2315570	02/08/2000
	TOAST WITH JAM	9	Office Action	76/328646	10/22/2001		
	VIDEOPACK	9	Pending Application	76/340999	11/20/2001		
	WEB-CHECKUP	9	Registered	75/399029	12/02/1997	2360619	06/20/2000
	WILDFILE	42	Registered	75/354598	09/10/1997	2203889	11/17/1998
	WILDFILE	9	Registered	75/354550	09/10/1997	2257925	06/29/1999

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GRANT OF SECURITY INTEREST IN TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Roxio, Inc., a Delaware corporation ("Pledgor"), located at 461 S. Milpitas Blvd., Milpitas, California 95035, hereby grants to Comerica Bank - California, a California banking corporation, as agent for Lenders ("Agent"), with an office at 1331 North California Blvd., Suite 400, Walnut Creek, California 94596, a security interest in the following:

(a) All of Pledgor's right, title and interest in and to the trademarks set forth on Schedule 1 hereto, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Pledgor connected with and symbolized by such trademarks (collectively referred to as "Trademarks");

(b) Any and all claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights set forth above;

(c) All licenses or other rights to use of the Trademarks, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

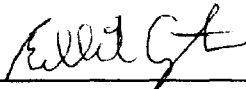
(d) All amendments, renewals and extensions of any of the Trademarks; and

(e) All proceeds and products of the foregoing, including without limitation, all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

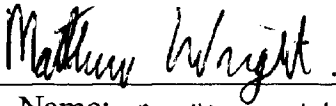
This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by Roxio, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated March 8, 2002, between Roxio, Inc. and Comerica Bank-California (as it now exists or as it may hereafter be amended, modified or restated, the "Loan and Security Agreement"). The rights and remedies of Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Loan and Security Agreement, all terms and provisions of which are incorporated herein by reference. Capitalized terms not defined herein shall have the meanings ascribed to them in the Loan and Security Agreement. In the event that any provisions of this Agreement conflict with the Loan and Security Agreement, the provisions of the Loan and Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of March 8, 2002.

ROXIO, INC., a Delaware corporation

By: 
Name: Robert Cameron
Title: CEO

COMERICA BANK - CALIFORNIA,
a California banking corporation

By: 
Name: Matthew Wright
Title: CEO

SCHEDULE 1

Trademarks

<u>Country:</u>	<u>United States</u>	<u>Classes</u>	<u>Status</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>
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