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Form PTO-1594 RECORDATION FORM COVER (Rev. 03/01) RECORDATION FORM COVER TRADEMARKS ON



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To the Honorable Commissioner of Patents a	Trademarks: Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): ROXIO, INC. 6 - 20-	Internal
☐ Individual(s) ☐ Associated ☐ Corporation-State (DELAWARE) ☐ Other ☐ Corporation-State ☐ Other ☐ Oth	artnership Street Address: STE. 400 WALNUT CREEK Individual(s) citizenship
Additional name(s) of conveying party(ies) attached	Yes No Association
3. Nature of conveyance: Assignment Security Agreement Other Execution Date: 03/08/02	e of Name 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)
A. Trademark Application No.(s) SEE ATTA	B. Trademark Registration No.(s) SEE ATTACHMEN
Name and address of party to whom correspondence on the concerning document should be mailed:	
Name:NEIL J. RUBENSTEIN, ESQ. Internal Address:	7. Total fee (37 CFR 3.41)
	Authorized to be charged to deposit account
Street Address: ARTER & HADDEN, LLP TWO EMBARCADERO CENTER, 5TH 6	8. Deposit account number:
SAN City: FRANCISCO State: CA Zip:941	
	O NOT USE THIS SPACE
9 Signature 00000204 76270613 40.00 0P 575.00 0P NEIL J. RUBENSTEIN, ESQ. Name of Person Signing	1 My Muhenet 06/19/02

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

Trademarks

Country: United States						
Mark	Classes	Status	App. #	App. Dt	Reg. #	Reg. Dt
BURN EVERYTHING	6	Published	76/270613	06/12/2001	ı	,
BURN FREE (STYLIZED)	6	Published	76/277898	06/25/2001		
BURNPAK!	6	OA Response	76/259759	05/16/2001		
CD SPIN DOCTOR	6	Registered	75/227032	01/16/1997	2179486	08/04/1998
DATA OVERSPAN	6	Pending Application	76/333748	11/02/2001		
FASY CD CREATOR	6	Registered	75/451475	03/17/1998	2369815	07/25/2000
EASY DVD CREATOR	6	Notice of Allowance	75/451485	03/17/1998		
GOBACK	6	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)	6	Notice of Allowance	76/259761	05/16/2001		
PHOTORELAY	6	Registered	76/019747	04/05/2000	2440935	04/03/2001
ROXIO	6	Pending Application	76/108418	08/11/2000		
ROXIO & DESIGN	6	To Bc Published	76/299346	08/13/2001		
ROXIO THE DIGITAL MEDIA	41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN &						
DESIGN		,				
TAKE TWO	6	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA	6	OA Response	76/262295	05/17/2001		
COMPANY						
TOAST	6	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	6	Registered	75/474232	04/24/1998	2315570	02/08/2000
TOAST WITH JAM	6	Office Action	76/328646	10/22/2001		
VIDEOPACK	6	Pending Application	76/340999	11/20/2001		
WEB-CHECKUP	6	Registered	75/399029	12/02/1997	2360619	06/20/2000
WILDFILE	42	Registered	75/354598	09/10/1997	2203889	11/17/1998
WILDFILE	O	Registered	75/354550	09/10/1997	2257925	06/29/1999

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	Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings	10202		U.S. DEPARTMEN U.S. Patent an	T OF COMMERCE d Trademark Office					
ľ	To the Honorable Commissioner of Pate	ents and Trademarks	Please record the attached	d original documents or co	opy thereof.					
52/52	General Partnership Lin Corporation-State (DELAWARE) Other Additional name(s) of conveying party(ies) atta 3. Nature of conveyance: Assignment Security Agreement	Merger Change of Name mber(s):	Street Address: SAN SAN City:_FRANCISC Individual(s) citiz Association General Partner Limited Partners Corporation-Stat Other If assignee is not domici representative designatic (Designations must be a Additional name(s) & additional name(s) & additional name(s) & additional name(s)	31 NORTH CALIFORNIA BLVD.,						
					1.0					
	Name and address of party to whom cor concerning document should be mailed:	dditional number(s) at	6 Total number of an	pplications and ed:	2 24					
	Name:NEIL J. RUBENSTEIN, ESQ.		✓ Enclosed	3.41)\$_6						
	Street Address:ARTER & HADDEN, L TWO EMBARCADERO CENTER, 5T		8. Deposit account nu	ımber:						
	SAN City: FRANCISCO State: CA Zip:	94111								
, <u> </u>		DO NOT USE	THIS SPACE							
03/21/20 01 FC:48 02 FC:48	NEIL J. RUBENSTEINTESCOP	number of pages including cov	03/ 20 /02 Signature 4							
<u> </u>			t t	nation to:						

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

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.

109757.3 69918/14574

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

ROXIO, INC., a Delaware corporation

Name:

IVAINE

ne: RELL CAME

COMERICA BANK - CALIFORNIA, a California banking corporation

Name

Name: 1

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2.

Trademarks

Country: United States						
Mark	Classes	Status	App. #	App. Dt	Reg. #	Reg. Dt
BURN EVERYTHING	6	Published	76/270613	06/12/2001		
BURN FREE (STYLIZED)	6	Published	76/277898	06/25/2001		
BURNPAK!	6	OA Response	76/259759	05/16/2001		
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DATA OVERSPAN	6	Pending Application	76/333748	11/02/2001		
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GOBACK	6	Registered	75/354597	09/10/1997	2271088	08/17/1999
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MISC. DESIGN (CD ON FIRE)	6	Notice of Allowance	76/259761	05/16/2001		
PHOTORELAY	6	Registered	76/019747	04/05/2000	2440935	04/03/2001
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Form PTO-1594 RECORDATION FOR (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)	
Tab settings ⇔⇔⇔ ▼ ▼	▼ ▼ ▼ ▼
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1. Name of conveying party(ies): ROXIO, INC. Individual(s) General Partnership Corporation-State (DELAWARE) Other Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: Assignment Security Agreement Other Other Change of Name	2. Name and address of receiving party(ies) Name:COMERICA BANK - CALIFORNIA Internal Address:
Execution Date: 03/08/02	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) _SEE ATTACHMENT Additional number(s) att	B. Trademark Registration No.(s) SEE ATTACHMENT
Name and address of party to whom correspondence concerning document should be mailed: Name: NEIL J. RUBENSTEIN, ESQ.	6. Total number of applications and registrations involved:
Internal Address:	7. Total fee (37 CFR 3.41)\$_615.00 Enclosed Authorized to be charged to deposit account
Street Address: ARTER & HADDEN, LLP TWO EMBARCADERO CENTER, 5TH FLOOR SAN City: FRANCISCO State: CA Zip: 94111	8. Deposit account number:
DO NOT USE	THIS SPACE
9. Signature. NEIL J. RUBENSTEIN, ESQ. Name of Person Signing Total number of pages including cov	ignature 06/19/02 Date The sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

Trademarks

United States	Classes	Status	Ann. #	Ann. Dt	Rea #	Reg Dt
	9	Published	76/270613	06/12/2001	New H	Neg. Di
	6	Published	76/277898	06/25/2001		
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_	0	Notice of Allowance	75/451485	03/17/1998		
٠,	•	Registered	75/354597	09/10/1997	2271088	08/17/1999
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42	2	Registered	75/073340	03/15/1996	2166788	06/23/1998
0		Registered	75/474232	04/24/1998	2315570	02/08/2000
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<u> </u>	_	Registered	75/354550	09/10/1997	2257925	06/29/1999

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

ROXIO, INC., a Delaware corporation

Ву:__

Name:

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COMERICA BANK - CALIFORNIA, a California banking corporation

Name:

Matthew

Title:

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Trademarks

	Reg Dt				08/04/1998		07/25/2000		08/17/1999			04/03/2001									07/24/2001	06/23/1998	02/08/2000			06/20/2000	11/17/1998	06/29/1999
	Reg. #				2179486		2369815		2271088			2440935									2471889	2166788	2315570			2360619	2203889	2257925
	App. Dt	06/12/2001	06/25/2001	05/16/2001	01/16/1997	11/02/2001	03/17/1998	03/17/1998	09/10/1997	06/19/2001	05/16/2001	04/05/2000	08/11/2000	08/13/2001	06/19/2001			07/12/1999	05/17/2001		04/01/1998	03/15/1996	04/24/1998	10/22/2001	11/20/2001	12/02/1997	09/10/1997	09/10/1997
	App. #	76/270613	76/277898	76/259759	75/227032	76/333748	75/451475	75/451485	75/354597	76/273469	76/259761	76/019747	76/108418	76/299346	76/273764			75/754791	76/262295		75/476899	75/073340	75/474232	76/328646	76/340999	75/399029	75/354598	75/354550
	Status	Published	Published	OA Response	Registered	Pending Application	Registered	Notice of Allowance	Registered	OA Response	Notice of Allowance	Registered	Pending Application	To Be Published	Office Action			Notice of Allowance	OA Response		Registered	Registered	Registered	Office Action	Pending Application	Registered	Registered	Registered
	Classes	6	6	6	6	6	6	6	6	41	6	6	6	6	41			6	6		6	42	6	6	6	6	42	6
United States	 	BIRN EVERYTHING	BURN FREE (STYLIZED)	BURNPAK!	CD SPIN DOCTOR	DATA OVERSPAN	EASY CD CREATOR	EASY DVD CREATOR	GOBACK	LEARN, 2, BURN	MISC. DESIGN (CD ON FIRE)	PHOTORELAY	ROXIO	ROXIO & DESIGN	ROXIO THE DIGITAL MEDIA	COMPANY LEARN.2.BURN &	DESIGN	TAKE TWO	THE DIGITAL MEDIA	COMPANY	TOAST	TOAST CD-ROM	TOAST DVD	TOAST WITH JAM	VIDEOPACK	WEB-CHECKUP	WILDFILE	WILDFILE

109757.3 69918/14574

Form PTO-1594 RECORDATION FOR (Rev. 03/01) TRADEMAI	
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Name of conveying party(ies): ROXIO, INC.	Name and address of receiving party(ies) Name: COMERICA BANK - CALIFORNIA Internal
Individual(s) General Partnership Corporation-State (DELAWARE) Other Additional name(s) of conveying party(ies) attached? Yes No	Address:
3. Nature of conveyance:	Limited Partnership
Assignment Merger Security Agreement Change of Name Other Execution Date: _03/08/02	Corporation-State CALIFORNIA Other If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHMENT	B. Trademark Registration No.(s) SEE ATTACHMENT
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Street Address: ARTER & HADDEN, LLP TWO EMBARCADERO CENTER, 5TH FLOOR	8. Deposit account number:
SAN City: FRANCISCO State: CA Zip:94111	
	E THIS SPACE
9. Signature. NEIL J. RUBENSTEIN, ESQ.	O6/19/02 Signature Over sheet, attachments, and document

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

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Washington, D.C. 20231

Trademarks

	Dog De	Neg. Di			08/04/1998		07/25/2000		08/17/1999			04/03/2001			•						07/24/2001	06/23/1998	02/08/2000			06/20/2000	11/17/1998	06/29/1999	
	Dog #	TACK!			2179486		2369815		2271088			2440935									2471889	2166788	2315570			2360619	2203889	2257925	
	Ann Dt	06/12/2001	06/25/2001	05/16/2001	01/16/1997	11/02/2001	03/17/1998	03/17/1998	09/10/1997	06/19/2001	05/16/2001	04/05/2000	08/11/2000	08/13/2001	06/19/2001			07/12/1999	05/17/2001		04/01/1998	03/15/1996	04/24/1998	10/22/2001	11/20/2001	12/02/1997	09/10/1997	09/10/1997	
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THACKING	Status	Published	Published	OA Response	Registered	Pending Application	Registered	Notice of Allowance	Registered	OA Response	Notice of Allowance	Registered	Pending Application	To Be Published	Office Action			Notice of Allowance	OA Response	•	Registered	Registered	Registered	Office Action	Pending Application	Registered	Registered	Registered	
	Classes	6	6	6	6	6	6	0	6	41	6	6	0	6	41			6	6		6	42	6	6	6	6	42	6	
Country: United States	Mark	BURN EVERYTHING	BURN FREE (STYLIZED)	BURNPAK!	CD SPIN DOCTOR	DATA OVERSPAN	EASY CD CREATOR	EASY DVD CREATOR	GOBACK	LEARN.2.BURN	MISC. DESIGN (CD ON FIRE)	PHOTORELAY	ROXIO	ROXIO & DESIGN	ROXIO THE DIGITAL MEDIA	COMPANY LEARN.2.BURN &	DESIGN	TAKE TWO	THE DIGITAL MEDIA	COMPANY	TOAST	TOAST CD-ROM	TOAST DVD	TOAST WITH JAM	VIDEOPACK	WEB-CHECKUP	WILDFILE	WILDFILE	

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	Reg. Dt				08/04/1998		07/25/2000		08/17/1999			04/03/2001									07/24/2001	06/23/1998	02/08/2000			06/20/2000	11/17/1998	06/29/1999
	Reg. #				2179486		2369815		2271088			2440935									2471889	2166788	2315570			2360619	2203889	2257925
	App. Dt	06/12/2001	06/25/2001	05/16/2001	01/16/1997	11/02/2001	03/17/1998	03/17/1998	09/10/1997	06/19/2001	05/16/2001	04/05/2000	08/11/2000	08/13/2001	06/19/2001			07/12/1999	05/17/2001		04/01/1998	03/15/1996	04/24/1998	10/22/2001	11/20/2001	12/02/1997	09/10/1997	09/10/1997
	App. #	76/270613	76/277898	76/259759	75/227032	76/333748	75/451475	75/451485	75/354597	76/273469	76/259761	76/019747	76/108418	76/299346	76/273764			75/754791	76/262295		75/476899	75/073340	75/474232	76/328646	76/340999	75/399029	75/354598	75/354550
	Status	Published	Published	OA Response	Registered	Pending Application	Registered	Notice of Allowance	Registered	OA Response	Notice of Allowance	Registered	Pending Application	To Be Published	Office Action		•	Notice of Allowance	OA Response		Registered	Registered	Registered	Office Action	Pending Application	Registered	Registered	Registered
	Classes	6	6	6	6	6	6	6	6	41	6	6	6	6	41			6	6		6	42	6	6	6	6	42	6
Country: United States	Mark	BURN EVERYTHING	BURN FREE (STYLIZED)	BURNPAK	CD SPIN DOCTOR	DATA OVERSPAN	FASY CD CREATOR	FASY DVD CREATOR	GOBACK	LEARN.2.BURN	MISC. DESIGN (CD ON FIRE)	PHOTORELAY	ROXIO	ROXIO & DESIGN	ROXIO THE DIGITAL MEDIA	COMPANY LEARN.2.BURN &	DESIGN	TAKETWO	THE DIGITAL MEDIA	COMPANY	TOAST	TOAST CD-ROM	TOAST DVD	TOAST WITH JAM	VIDEOPACK	WEB-CHECKUP	WILDFILE	WILDFILE

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MAY 14, 2002

PTAS

ARTER & HADDEN, LLP NEIL J. RUBENSTEIN TWO EMBARCADERO CENTER, 5TH FLOOR SAN FRANCISCO, CA 94111

Commissioner for Trademarks Arlington, VA 22202-3513 www.uspto.gov



102025387A

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. 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, CG-4, 1213 JEFFERSON DAVIS HWY. SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 03/21/2002

REEL/FRAME: 002466/0071

NUMBER OF PAGES: 5

BRIEF: SECURITY AGREEMENT

ASSIGNOR:

ROXIO, INC.

DOC DATE: 03/08/2002 CITIZENSHIP: DELAWARE ENTITY: CORPORATION

ASSIGNEE:

COMERICA BANK - CALIFORNIA 1331 NORTH CALIFORNIA BLVD., SUITE ENTITY: CORPORATION

SAN FRANCISCO, CALIFORNIA 94596

APPLICATION NUMBER: 76270613

REGISTRATION NUMBER:

CITIZENSHIP: CALIFORNIA

FILING DATE: 06/12/2001

ISSUE DATE:

MARK: BURN EVERYTHING

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

002466/0071 PAGE 2

APPLICATION NUMBER: 76277898

REGISTRATION NUMBER:

FILING DATE: 06/25/2001

ISSUE DATE:

MARK: BURN FREE

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 76259759 REGISTRATION NUMBER: 2551358 FILING DATE: 05/16/2001

ISSUE DATE: 03/19/2002

MARK: BURNPAK!

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

APPLICATION NUMBER: 76333748 FILING DATE: 11/02/2001

REGISTRATION NUMBER: ISSUE DATE:

MARK: DATA OVERSPAN

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

FILING DATE: 03/17/1998 APPLICATION NUMBER: 75451485

REGISTRATION NUMBER: ISSUE DATE:

MARK: EASY DVD CREATOR

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

APPLICATION NUMBER: 76273469 FILING DATE: 06/19/2001

ISSUE DATE: REGISTRATION NUMBER:

MARK: LEARN.2.BURN

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

APPLICATION NUMBER: 76259761 FILING DATE: 05/16/2001

ISSUE DATE: REGISTRATION NUMBER:

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 76108418 FILING DATE: 08/11/2000

ISSUE DATE: REGISTRATION NUMBER:

MARK: ROXIO

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

FILING DATE: 08/13/2001 APPLICATION NUMBER: 76299346

ISSUE DATE: REGISTRATION NUMBER:

MARK: ROXIO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

FILING DATE: 06/19/2001 APPLICATION NUMBER: 76273764

ISSUE DATE: REGISTRATION NUMBER:

MARK: ROXIO THE DIGITAL MEDIA COMPANY LEARN.2.

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

002466/0071 PAGE 3

APPLICATION NUMBER: 75754791

REGISTRATION NUMBER:

FILING DATE: 07/12/1999

ISSUE DATE:

MARK: TAKE TWO

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

APPLICATION NUMBER: 76262295 FILING DATE: 05/17/2001 REGISTRATION NUMBER: 2564809 ISSUE DATE: 04/23/2002

MARK: THE DIGITAL MEDIA COMPANY

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

FILING DATE: 10/22/2001

APPLICATION NUMBER: 76328646 REGISTRATION NUMBER: ISSUE DATE:

MARK: TOAST WITH JAM

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

APPLICATION NUMBER: 76340999 FILING DATE: 11/20/2001

REGISTRATION NUMBER: ISSUE DATE:

MARK: VIDEOPACK

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

APPLICATION NUMBER: 75227032 FILING DATE: 01/16/1997 ISSUE DATE: 08/04/1998

REGISTRATION NUMBER: 2179486

MARK: CD SPIN DOCTOR

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

APPLICATION NUMBER: 75451475 FILING DATE: 03/17/1998 REGISTRATION NUMBER: 2369815 FILING DATE: 07/25/2000

MARK: EASY CD CREATOR

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

APPLICATION NUMBER: 75265282 FILING DATE: 03/27/1997 REGISTRATION NUMBER: 2271008 ISSUE DATE: 08/17/1999

MARK: NOTECAM

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

APPLICATION NUMBER: 76019747 FILING DATE: 04/05/2000 REGISTRATION NUMBER: 2440935 FILING DATE: 04/03/2001

MARK: PHOTORELAY

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

FILING DATE: 04/01/1998 APPLICATION NUMBER: 75476899

ISSUE DATE: 07/24/2001 REGISTRATION NUMBER: 2471889

MARK: TOAST

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

002466/0071 PAGE 4

APPLICATION NUMBER: 75073340 FILING DATE: 03/15/1996 REGISTRATION NUMBER: 2166788 ISSUE DATE: 06/23/1998

MARK: TOAST CD-ROM

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

APPLICATION NUMBER: 75474232 FILING DATE: 04/24/1998 REGISTRATION NUMBER: 2315570 ISSUE DATE: 02/08/2000

MARK: TOAST DVD

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

APPLICATION NUMBER: 75399029 FILING DATE: 12/02/1997 REGISTRATION NUMBER: 2360619 ISSUE DATE: 06/20/2000

MARK: WEB-CHECKUP

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

APPLICATION NUMBER: 75354598 FILING DATE: 09/10/1997 REGISTRATION NUMBER: 2203889 FILING DATE: 11/17/1998

MARK: WILD FILE

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

APPLICATION NUMBER: 75354550 FILING DATE: 09/10/1997 REGISTRATION NUMBER: 2257925 ISSUE DATE: 06/29/1999

MARK: WILDFILE

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

SHARON BROOKS, EXAMINER ASSIGNMENT DIVISION OFFICE OF PUBLIC RECORDS

Trademarks

Country: United States						
Mark	Classes	Status	App. #	App. Dt	Reg. #	Reg. Dt
BURN EVERYTHING	6	Published	76/270613	06/12/2001		
BURN FREE (STYLIZED)	6	Published	76/277898	06/25/2001		
BURNPAK!	6	OA Response	76/259759	05/16/2001		
CD SPIN DOCTOR	6	Registered	75/227032	01/16/1997	2179486	08/04/1998
DATA OVERSPAN	6	Pending Application	76/333748	11/02/2001		
FASY CD CREATOR	6	Registered	75/451475	03/17/1998	2369815	07/25/2000
FASY DVD CREATOR	6	Notice of Allowance	75/451485	03/17/1998		
GOBACK	6	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)	6	Notice of Allowance	76/259761	05/16/2001		
PHOTORELAY	6	Registered	76/019747	04/05/2000	2440935	04/03/2001
OIXO	6	Pending Application	76/108418	08/11/2000		
ROXIO & DESIGN	6	To Be Published	76/299346	08/13/2001		
ROXIO THE DIGITAL MEDIA	41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN &						
DESIGN						
TAKE TWO	6	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA	6	OA Response	76/262295	05/17/2001		
COMPANY						
TOAST	6	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	6	Registered	75/474232	04/24/1998	2315570	02/08/2000
TOAST WITH JAM	6	Office Action	76/328646	10/22/2001		
VIDEOPACK	6	Pending Application	76/340999	11/20/2001		
WEB-CHECKUP	6	Registered	75/399029	12/02/1997	2360619	06/20/2000
WILDFILE	42	Registered	75/354598	09/10/1997	2203889	11/17/1998
WILDFILL	6	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, the provisions of the Loan and Security Agreement shall govern.

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

ROXIO, INC., a Delaware corporation

COMERICA BANK - CALIFORNIA, a California banking corporation

By: Mathew Wright.

Name: matthew Wright

2.

Trademarks

Country: United States						
Mark	Classes	Status	App. #	App. Dt	Reg. #	Reg. Dt
BURN EVERYTHING	6	Published	76/270613	06/12/2001		
BURN FREE (STYLIZED)	6	Published	76/277898	06/25/2001		
BURNPAK!	6	OA Response	76/259759	05/16/2001		
CD SPIN DOCTOR	6	Registered	75/227032	01/16/1997	2179486	08/04/1998
DATA OVERSPAN	6	Pending Application	76/333748	11/02/2001		
EASY CD CREATOR	6	Registered	75/451475	03/17/1998	2369815	07/25/2000
EASY DVD CREATOR	6	Notice of Allowance	75/451485	03/17/1998		
GOBACK	6	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)	6	Notice of Allowance	76/259761	05/16/2001		
PHOTORELAY	6	Registered	76/019747	04/05/2000	2440935	04/03/2001
ROXIO	6	Pending Application	76/108418	08/11/2000		
ROXIO & DESIGN	6	To Be Published	76/299346	08/13/2001		
ROXIO THE DIGITAL MEDIA	41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN &						
DESIGN						
TAKE TWO	6	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA	6	OA Response	76/262295	05/17/2001		
COMPANY						
TOAST	6	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	6	Registered	75/474232	04/24/1998	2315570	02/08/2000
TOAST WITH JAM	6	Office Action	76/328646	10/22/2001		
VIDEOPACK	6	Pending Application	76/340999	11/20/2001		
WEB-CHECKUP	6	Registered	75/399029	12/02/1997	2360619	06/20/2000
WILDFILE	42	Registered	75/354598	09/10/1997	2203889	11/17/1998
WILDFILE	6	Registered	75/354550	09/10/1997	2257925	06/29/1999

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ARTER & HADDENLLP

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San Diego San Francisco Washington, D.C. Woodland Hills Affiliate Office Geneva, Switzerland

Direct Dial: (415) 617-2216
Email: Neil.Rubenstein@arterhadden.com

June 19, 2002

VIA FEDERAL EXPRESS

U.S. Patent and Trademark Office Assignment Division Box Assignments CG-4 1213 Jefferson Davis Hwy., Suite 320 Washington, D.C. 20231

Re: Request for Correction of Recordation Form Cover Sheet for Trademarks

Recorded on March 21, 2002 Reel/Frame: 002466/0071

Ladies and Gentlemen:

Enclosed for recording please find an original and one copy of a Corrected Recordation Form Cover Sheet for the transaction identified above. The previously submitted Sheet contained the following error: the city of the receiving party (Comerica Bank-California) was incorrectly shown as San Francisco, when it actually is Walnut Creek.

The error has been corrected on the enclosed Recordation Form Cover Sheet. The following are enclosed herewith: (a) a copy of the documents previously submitted to the Patent and Trademark Office for this matter; and (b) a check for \$615.00, the fee for recording the grant of security interest in the trademarks. The previously recorded document does properly set forth the grant of the security interest by the conveying party to the receiving party. In addition, the correct address of the receiving party was shown in the Grant of Security Interest in Trademarks that was enclosed.

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ARTER & HADDENLLP

U.S. Patent and Trademark Office June 19, 2002 Page 2

Please let me know if you have any questions regarding this request. I would also appreciate it if you would send me a file-stamped copy of the corrected documents.

Yours truly,

ARTER & HADDEN LLP

This of Rubinst

Neil J. Rubenstein

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RECORDED: 06/20/2002