

620107

Corrected

06-20-2002

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

RECORDATION FORM COVER
TRADEMARKS ON



E
ce

Tab settings → → → ▼ ▼ ▼ ▼ ▼

102128715

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

1. Name of conveying party(ies):

ROXIO, INC.

6-20-02

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (DELAWARE)
☐ Other

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

3. Nature of conveyance:

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

Execution Date: 03/08/02

2. Name and address of receiving party(ies)

Name: COMERICA BANK - CALIFORNIA

Internal

Address:

1331 NORTH CALIFORNIA BLVD.,

Street Address: STE. 400

City: WALNUT State: CA Zip: 94596
CREEK

- ☐ 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

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

06/20/2002 DBYRNE 00000204 76270613

01 FC:48 40.00 OP
02 FC:48 575.00 OP

NEIL J. RUBENSTEIN, ESQ.
Name of Person Signing

Signature

06/19/02

Date

4

Total number of pages including cover 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

TRADEMARK
REEL: 002528 FRAME: 0886

SCHEDULE 1

Trademarks

Country:	United States	Classes	Status	App. #	App. Dt	Reg. #	Reg. Dt
<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		41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN & DESIGN							
TAKE TWO		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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

109757.3
69918/145/4

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

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



102025387

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

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 03/08/02

2. Name and address of receiving party(ies)

Name: COMERICA BANK - CALIFORNIA

Internal

Address: _____

1331 NORTH CALIFORNIA BLVD.,

Street Address: STE. 400
SAN

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

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:481
02 FC:482
NEIL J. RUBENSTEIN 40.00 OP
Name of Person Signing

Neil J. Rubenstein
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: 002528 FRAME: 0888

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;

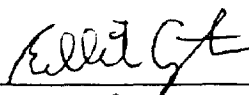
(d) All amendments, renewals and extensions of any of the Trademarks; and

(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.

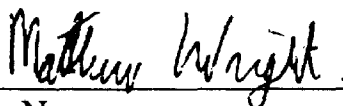
This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by Roxio, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated March 8, 2002, between Roxio, Inc. and Comerica Bank-California (as it now exists or as 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>
<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		41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN & DESIGN							
TAKE TWO		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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

109757.3
69918/14574

Corrected

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

ROXIO, INC.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (DELAWARE)
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 03/08/02

2. Name and address of receiving party(ies)

Name: COMERICA BANK - CALIFORNIA

Internal

Address: _____

1331 NORTH CALIFORNIA BLVD.,

Street Address: STE. 400

City: WALNUT State: CA Zip: 94596
CREEK

- ☐ 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

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.

NEIL J. RUBENSTEIN, ESQ.

Name of Person Signing

Neil J. Rubenstein
Signature

06/19/02

Date

4

Total number of pages including cover 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

TRADEMARK
REEL: 002528 FRAME: 0892

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	2179486	08/04/1998
CD SPIN DOCTOR		9	Registered	75/227032	01/16/1997		
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	2440935	04/03/2001
PHOTORELAY		9	Registered	76/019747	04/05/2000		
ROXIO		9	Pending Application	76/108418	08/11/2000		
ROXIO & DESIGN		9	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		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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
WILDFIRE		42	Registered	75/354598	09/10/1997	2203889	11/17/1998
WILDFIRE		9	Registered	75/354550	09/10/1997	2257925	06/29/1999

109757.3
699187/14574

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;

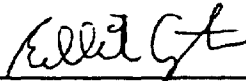
(d) All amendments, renewals and extensions of any of the Trademarks; and

(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.

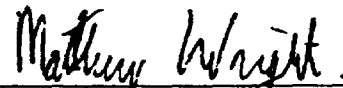
This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by Roxio, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated March 8, 2002, between Roxio, Inc. and Comerica Bank-California (as it now exists or as 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>
<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		41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN & DESIGN							
TAKE TWO		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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

109757.3
69918/14574

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):

ROXIO, INC.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (DELAWARE)
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 03/08/02

2. Name and address of receiving party(ies)

Name: COMERICA BANK - CALIFORNIA

Internal _____

Address: _____

1331 NORTH CALIFORNIA BLVD.,

Street Address: STE. 400

City: WALNUT State: CA Zip: 94596
CREEK

- ☐ 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

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.

NEIL J. RUBENSTEIN, ESQ.

Name of Person Signing


Signature

06/19/02

Date

4

Total number of pages including cover 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

TRADEMARK
REEL: 002528 FRAME: 0897

Corrected

**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):

ROXIO, INC.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (DELAWARE)
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 03/08/02

2. Name and address of receiving party(ies)

Name: COMERICA BANK - CALIFORNIA

Internal _____

Address: _____

1331 NORTH CALIFORNIA BLVD.,

Street Address: STE. 400

City: WALNUT State: CA Zip: 94596
CREEK

- ☐ 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

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.

NEIL J. RUBENSTEIN, ESQ.

Name of Person Signing

Neil J. Rubenstein
Signature

06/19/02

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: 002528 FRAME: 0898**

SCHEDULE 1

Trademarks

<u>Country:</u> <u>Mark</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>
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		41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN & DESIGN							
TAKE TWO		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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
WILDFIRE		42	Registered	75/354598	09/10/1997	2203889	11/17/1998
WILDFIRE!		9	Registered	75/354550	09/10/1997	2257925	06/29/1999

109757.3
69918/14574

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;

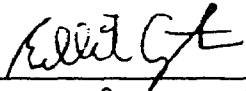
(d) All amendments, renewals and extensions of any of the Trademarks; and

(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.

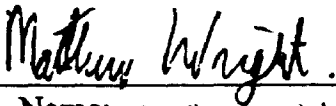
This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by Roxio, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated March 8, 2002, between Roxio, Inc. and Comerica Bank-California (as it now exists or as 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: CFO

COMERICA BANK - CALIFORNIA,
a California banking corporation

By: 
Name: Matthew Wright
Title: CFO

Trademarks

109757.3
69918/14574



MAY 14, 2002

PTAS

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

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



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. 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, 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
400
SAN FRANCISCO, CALIFORNIA 94596

CITIZENSHIP: CALIFORNIA
ENTITY: CORPORATION

APPLICATION NUMBER: 76270613
REGISTRATION NUMBER:

FILING DATE: 06/12/2001
ISSUE DATE:

MARK: BURN EVERYTHING
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TRADEMARK
REEL: 002528 FRAME: 0903

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
REGISTRATION NUMBER:

FILING DATE: 11/02/2001
ISSUE DATE:

MARK: DATA OVERSPAN

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

APPLICATION NUMBER: 75451485
REGISTRATION NUMBER:

FILING DATE: 03/17/1998
ISSUE DATE:

MARK: EASY DVD CREATOR

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

APPLICATION NUMBER: 76273469
REGISTRATION NUMBER:

FILING DATE: 06/19/2001
ISSUE DATE:

MARK: LEARN.2.BURN

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

APPLICATION NUMBER: 76259761
REGISTRATION NUMBER:

FILING DATE: 05/16/2001
ISSUE DATE:

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 76108418
REGISTRATION NUMBER:

FILING DATE: 08/11/2000
ISSUE DATE:

MARK: ROXIO

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

APPLICATION NUMBER: 76299346
REGISTRATION NUMBER:

FILING DATE: 08/13/2001
ISSUE DATE:

MARK: ROXIO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 76273764
REGISTRATION NUMBER:

FILING DATE: 06/19/2001
ISSUE DATE:

MARK: ROXIO THE DIGITAL MEDIA COMPANY LEARN.2.

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

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
REGISTRATION NUMBER: 2564809

FILING DATE: 05/17/2001
ISSUE DATE: 04/23/2002

MARK: THE DIGITAL MEDIA COMPANY

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

APPLICATION NUMBER: 76328646
REGISTRATION NUMBER:

FILING DATE: 10/22/2001
ISSUE DATE:

MARK: TOAST WITH JAM

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

APPLICATION NUMBER: 76340999
REGISTRATION NUMBER:

FILING DATE: 11/20/2001
ISSUE DATE:

MARK: VIDEOPACK

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

APPLICATION NUMBER: 75227032
REGISTRATION NUMBER: 2179486

FILING DATE: 01/16/1997
ISSUE DATE: 08/04/1998

MARK: CD SPIN DOCTOR

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

APPLICATION NUMBER: 75451475
REGISTRATION NUMBER: 2369815

FILING DATE: 03/17/1998
ISSUE DATE: 07/25/2000

MARK: EASY CD CREATOR

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

APPLICATION NUMBER: 75265282
REGISTRATION NUMBER: 2271008

FILING DATE: 03/27/1997
ISSUE DATE: 08/17/1999

MARK: NOTECAM

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

APPLICATION NUMBER: 76019747
REGISTRATION NUMBER: 2440935

FILING DATE: 04/05/2000
ISSUE DATE: 04/03/2001

MARK: PHOTORELAY

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

APPLICATION NUMBER: 75476899
REGISTRATION NUMBER: 2471889

FILING DATE: 04/01/1998
ISSUE DATE: 07/24/2001

MARK: TOAST

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

APPLICATION NUMBER: 75073340
REGISTRATION NUMBER: 2166788

FILING DATE: 03/15/1996
ISSUE DATE: 06/23/1998

MARK: TOAST CD-ROM

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

APPLICATION NUMBER: 75474232
REGISTRATION NUMBER: 2315570

FILING DATE: 04/24/1998
ISSUE DATE: 02/08/2000

MARK: TOAST DVD

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

APPLICATION NUMBER: 75399029
REGISTRATION NUMBER: 2360619

FILING DATE: 12/02/1997
ISSUE DATE: 06/20/2000

MARK: WEB-CHECKUP

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

APPLICATION NUMBER: 75354598
REGISTRATION NUMBER: 2203889

FILING DATE: 09/10/1997
ISSUE DATE: 11/17/1998

MARK: WILD FILE

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

APPLICATION NUMBER: 75354550
REGISTRATION NUMBER: 2257925

FILING DATE: 09/10/1997
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

SCHEDULE J

Trademarks

Country:	United States	Classes	Status	App. #	App. Dt	Reg. #	Reg. Dt
<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		41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN & DESIGN							
TAKE TWO		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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

109757.3
69918/14574

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;

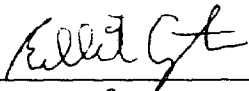
(d) All amendments, renewals and extensions of any of the Trademarks; and

(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.

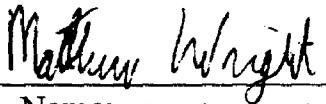
This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by Roxio, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated March 8, 2002, between Roxio, Inc. and Comerica Bank-California (as it now exists or as 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 1Trademarks

<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		41	Office Action	76/273764	06/19/2001		
COMPANY LEARN.2.BURN & DESIGN							
TAKE TWO		9	Notice of Allowance	75/754791	07/12/1999		
THE DIGITAL MEDIA		9	OA Response	76/262295	05/17/2001		
COMPANY							
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

ARTER & HADDEN_{LLP}

ATTORNEYS AT LAW

founded 1843

Cleveland
Columbus
Dallas
Dayton
Irvine
Los Angeles

Two Embarcadero Center, 5th Floor
San Francisco, California 94111-3824

telephone 415.617.2100

facsimile 415.912.3636

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

June 19, 2002

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

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.

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

A handwritten signature in black ink, appearing to read "Neil J. Rubenstein", written in a cursive style.

Neil J. Rubenstein