

12-18-2002

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

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

1. Name of conveying party(ies): Napster, Inc. 12-16-02
Individual(s)
General Partnership
Corporation (Delaware)
Other
Additional name(s) of conveying party(ies) attached? No

1. Nature of conveyance:
Assignment
Security Agreement
Corporation-State
Other
Execution Date: November 27, 2002

2. Name and address of receiving party(ies)
Name: Roxio, Inc.
Internal
Address:
Street Address: 455 El Camino Real
City: Santa Clara State: California Zip: 95050
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
78/039,025 78/011,867 76/053,321
76/137,086 76/137,325 76/053,383
78/039,019 76/053,319 76/053,388
78/014,821 76/053,320 75/939,447
76/053,384 76/053,394 76/053,386
76/053,387 76/053,395

B. Trademark Registration No.(s)
2,575,170

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michelle L. Gursky, Esq.
Internal Address: O'Melveny & Myers LLP
Street Address: 400 South Hope Street
City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 18
7. Total fee (37 CFR 3.41) \$ 465.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 500639
(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.
Michelle Gursky
Signature
December 5, 2002
Date

12/18/2002 LHMUELLER 00000069 500639 78039025

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

4

01 FC:8521 40.00 CH
02 FC:8522 425.00 CH

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

CC1:596759.1

TRADEMARK REEL: 2635 FRAME: 0389

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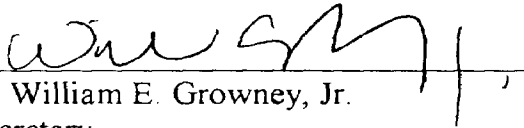
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re: Application Nos. 78/039,025 and 76/137,086 for the mark DESIGN (CAT'S HEAD)
Registration No. 2,575,170 and Application Nos. 78/039,019 and 78/014,821 for the
mark NAPSTER
Application Nos. 78/011,867 and 76/137,325 for the mark NAPSTER AND DESIGN
(CAT'S HEAD)
Application Nos. 76/053,319, 76/053,320, 76/053,321, 76/053,383 and 76/053,388 for
the mark FIND YOUR SONG
Application No. 75/939,447 for the mark GIGABEAT
Application Nos. 76/053,384, 76/053,394, 76/053,386, 76/053,387, and 76/053,395 for
the mark GIGASPIRAL

POWER OF ATTORNEY

The undersigned hereby appoints JESS B. FROST, FRANCIE R. GOROWITZ, and
MICHELLE L. GURSKY members of the Bar of the State of California, of O'Melveny & Myers
LLP, 400 South Hope Street, Los Angeles, California 90071, (Telephone No. (213) 430-6421),
as attorneys herein, with full power of substitution and revocation, to transact all business in the
Patent and Trademark Office in connection herewith, and to receive all communications
pertaining hereto.

ROXIO, INC.

By: 
Name: William E. Growney, Jr.
Its: Secretary

Date: November 17, 2002

ASSIGNMENT OF TRADEMARKS

WHEREAS, Napster, Inc., a Delaware corporation, located and doing business at 600 Chesapeake Drive, Redwood City, California 94063, (hereinafter referred to as "ASSIGNOR"), is the owner of the trademarks and service marks listed in Exhibit A attached hereto and incorporated herein (the "TRADEMARKS"), and the United States registrations and applications therefor; and

WHEREAS, Roxio, Inc., a Delaware corporation, located and doing business at 455 El Camino Real, Santa Clara, California 95050 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the rights, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill and the portion of the business associated with the TRADEMARKS.

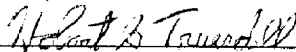
NOW, THEREFORE, in consideration of good and valuable consideration from ASSIGNEE to ASSIGNOR, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR confirms the transfer and hereby transfers and assigns to ASSIGNEE, the entire right, title and interest in and to the TRADEMARKS, together with the goodwill and the portion of the business associated with the TRADEMARKS and all trademark registrations and applications therefor; and

ASSIGNOR does also hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives, and assigns, all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives; and

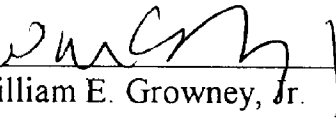
ASSIGNOR hereby assigns all right, title and interest to the marks listed in Exhibit A in all jurisdictions and further agrees to execute such additional documents as may be required in such jurisdictions to effectuate the assignment of applications and registrations therein for the marks and to record the same.

IN WITNESS WHEREOF, the parties have executed this instrument on this 27th day of November, 2002.

NAPSTER, INC.

By: 
Name: Hobart G. Truesdell
Its: Bankruptcy Trustee

ROXIO, INC.

By: 
Name: William E. Growney, Jr.
Its: Secretary

**EXHIBIT A
THE TRADEMARKS**

Trademarks	Application or Registration Number
DESIGN (CAT'S HEAD)	Application Nos. 78/039,025 and 76/137,086
NAPSTER	Registration No. 2,575,170 and Application Nos. 78/039,019 and 78/014,821
NAPSTER AND DESIGN (CAT'S HEAD)	Application Nos. 78/011,867 and 76/137,325
FIND YOUR SONG	Application Nos. 76/053,319, 76/053,320, 76/053,321, 76/053,383 and 76/053,388
GIGABEAT	Application No. 75/939,447
GIGASPIRAL	Application Nos. 76/053,384, 76/053,394, 76/053,386, 76/053,387, and 76/053,395
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RECORDED: 12/16/2002

**TRADEMARK
REEL: 2635 FRAME: 0393**