

06-30-2003

OFFICE OF THE COMMISSIONER



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RECORDATION FORM COVER SHEET
FINANCE SECTION TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

6.23.03

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
05 19 2003

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

06/27/2003 ECOOPER 00000145 071907 76355611

01 FC:8521 40.00 DA
02 FC:8522 225.00 DA

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002767 FRAME: 0413

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

650-833-2170

Name

Allyn Taylor, Esq.

Address (line 1)

Gray Cary Ware & Freidenrich LLP

Address (line 2)

400 Hamilton Avenue

Address (line 3)

Palo Alto, California 94301

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76/355,611	76/299,561	76/388,998
76/269,619	76/349,071	76/388,999
76/346,955	76/349,072	76/355,610

2,676,851		

Number of Properties

Enter the total number of properties involved.

#

10

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

265

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

07/1907

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Allyn Taylor

Name of Person Signing

Allyn Taylor
Signature

6/23/03

Date Signed

SUPPORTING DOCUMENTATION FOR TRADEMARK
CHANGE OF NAME DOCUMENTS IS

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999

400 Hamilton Avenue
Palo Alto, CA 94301-1833
www.graycary.com

O] 650-833-2170
F] 650-833-2002

June 23, 2003

VIA EXPRESS MAIL NO.

EV217896383US

OUR FILE NO. 2503042-900104/5/6/7/8/9/10/11/12/13

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Re: Change of Status and Name of Applicant/Registrant

Dear Sir:

Enclosed is a copy of a Certificate of Conversion of Duet I GP from a General Partnership to Napster, LLC, a Limited Liability Company, which was filed with the Secretary of State of Delaware on May 19, 2003.

Please record this change against the following records in the U.S. Patent and Trademark Office

Trademark

Number

BURN YOUR FAVORITE ARTIST	Serial No. 76/355,611
P and Design	Serial No. 76/299,561
PRESSPLAY	Serial No. 76/388,988
PRESSPLAY	Serial No. 76/269,619
PRESSPLAY: THIS IS MY SONG	Serial No. 76/349,071
PRESSPLAY and Design	Serial No. 76/388,999
THIS IS MY SONG	Serial No. 76/346,955
THIS IS MY SONG and Design	Serial No. 76/349,072
WHO'S ON YOUR LIST	Serial No. 76/355,610
P PRESSPLAY and Design	Registration No. 2,676,851

Please debit my firm's Deposit Account, No. 07-1907, for the recording fee noted on the enclosed Trademark Recordation Cover Sheet.

Please address all communication in regard to this matter to the undersigned at our Palo Alto office.

Very truly yours,

Gray Cary Ware & Freidenrich LLP

By: _____

Allyn Taylor
Allyn Taylor
ataylor@graycary.com

Enclosures

cc: Elizabeth P. Alexander (w/o enclosures)

CERTIFICATE OF EXPRESS MAILING

I do hereby certify that this document is being deposited with the United States Postal Service as Express Mail on 6/23/03 in an envelope numbered EV217896383US addressed to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
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Alexandria, VA 22313-1450

Allison V. Burr

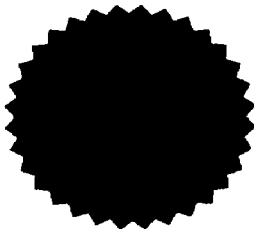
SILICON VALLEY SAN DIEGO SAN DIEGO/GOLDEN TRIANGLE SAN FRANCISCO AUSTIN SEATTLE SACRAMENTO LA JOLLA

Gray Cary\PA\10306485.1
2503042-900100

TRADEMARK
REEL: 002767 FRAME: 0416

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE GENERAL PARTNERSHIP UNDER THE NAME OF "DUET I GP" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "DUET I GP" TO "NAPSTER, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 2003, AT 9:39 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2423188

DATE: 05-19-03

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030321382

**CERTIFICATE OF CONVERSION
FROM A GENERAL PARTNERSHIP
TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 15-903 OF THE
DELAWARE REVISED UNIFORM PARTNERSHIP ACT
AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion of Duet I GP (the "Partnership") dated as of May 19, 2003, is being duly executed and filed on behalf of the Partnership by UMG Duet Holdings, Inc., a general partner of the Partnership, to convert the Partnership to a Delaware limited liability company.

1. The date on which the Partnership was first formed is December 21, 2000. The Partnership filed a Statement of Partnership Existence with the Secretary of State on May 16, 2003.
2. The jurisdiction where the Partnership was first formed is Delaware.
3. The name of the Partnership immediately prior to the filing of this Certificate is Duet I GP.
4. The name of the limited liability company as set forth in its Certificate of Formation is Napster, LLC.
5. The conversion of the Partnership has been approved in accordance with Section 18-214 of the Delaware Limited Liability Company Act and Section 15-903 of the Delaware Revised Uniform Partnership Act.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by UMG Duet Holdings, Inc., a general partner of the Partnership, who is an authorized person to sign this Certificate of Conversion on behalf of the Partnership, on the date and year first above written.

DUET I GP
By: UMG Duet Holdings, Inc.
General Partner, Authorized Person

By: 
Name: Norman Epstein
Title: Executive Vice President