

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Roxio, Inc.		03/25/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Silicon Valley Bank
Street Address:	3003 Tasman Drive
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95050
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	76446634	CREATOR CLASSIC
Serial Number:	78157206	DRAG-TO-DISC
Serial Number:	76455725	DVD BUILDER
Serial Number:	76437106	EASY CD & DVD CREATOR
Serial Number:	75451475	EASY CD CREATOR
Serial Number:	76259761	
Serial Number:	78263983	
Serial Number:	75014586	PHOTOSUITE
Serial Number:	76108418	ROXIO
Serial Number:	76441022	ROXIO
Serial Number:	76372553	ROXIO
Serial Number:	76490919	ROXIO
Serial Number:	76299346	ROXIO
Serial Number:	76554638	ROXIO EASY MEDIA CREATOR
Serial Number:	76435777	STORYBUILDER

OP \$590.00 76446634

Serial Number:	76262295	THE DIGITAL MEDIA COMPANY
Serial Number:	76459630	THE DIGITAL MEDIA SUITE
Serial Number:	75476899	TOAST
Serial Number:	76328646	TOAST WITH JAM
Serial Number:	76421006	VIDEOWAVE
Serial Number:	75127103	VIDEOWAVE
Serial Number:	76421033	VIDEOWAVE MOVIE CREATOR
Serial Number:	76483946	WINONCD

CORRESPONDENCE DATA

Fax Number: (404)962-6771
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 4048853539
Email: trademarks@troutmansanders.com
Correspondent Name: Segeda T. Ranjeet
Address Line 1: 600 Peachtree Street, N.E., Suite 5200
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	220763.000371
NAME OF SUBMITTER:	Segeda T. Ranjeet, Esq.

Total Attachments: 15
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2 **INTELLECTUAL PROPERTY SECURITY AGREEMENT**
3
4

5 THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of
6 March 25, 2004 by and between SILICON VALLEY BANK ("Bank") and ROXIO, INC.
7 ("Grantor").
8
9

10 RECITALS
11

12 A. Bank has agreed to make certain advances of money and to extend certain
13 financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that
14 certain Loan and Security Agreement by and between Bank and Grantor of even date herewith
15 (as the same may be amended, modified or supplemented from time to time, the "Loan
16 Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is
17 willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor
18 shall grant to Bank a security interest in certain Copyrights, Trademarks, Patents, and Mask
19 Works to secure the obligations of Grantor under the Loan Agreement.
20

21 B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a
22 security interest in all of Grantor's right, title and interest, whether presently existing or hereafter
23 acquired, in, to and under all of the Collateral.
24

25 NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby
26 acknowledged, and intending to be legally bound, as collateral security for the prompt and
27 complete payment when due of its obligations under the Loan Agreement, Grantor hereby
28 represents, warrants, covenants and agrees as follows:
29

30 AGREEMENT
31

32 To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank
33 a security interest in all of Grantor's right, title and interest in, to and under its Intellectual
34 Property Collateral (including without limitation those Copyrights, Patents, Trademarks and
35 Mask Works listed on Schedules A, B, C, and D hereto), and including without limitation all
36 proceeds thereof (such as, by way of example but not by way of limitation, license royalties and
37 proceeds of infringement suits), the right to sue for past, present and future infringements, all
38 rights corresponding thereto throughout the world and all re-issues, divisions continuations,
39 renewals, extensions and continuations-in-part thereof.
40

41 This security interest is granted in conjunction with the security interest granted to Bank
42 under the Loan Agreement. The rights and remedies of Bank with respect to the security interest
43 granted hereby are in addition to those set forth in the Loan Agreement and the other Loan
44 Documents, and those which are now or hereafter available to Bank as a matter of law or equity.
45 Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of
46 the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and
47 concurrent and shall be in addition to every right, power or remedy provided for herein and the
48 exercise by Bank of any one or more of the rights, powers or remedies provided for in this

49 Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan
50 Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous
51 or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

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[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

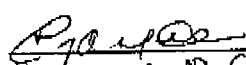
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IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

ROXIO, INC.

Address of Grantor:
455 El Camino Real
Santa Clara, California 95050

By: 
Name: N AND C Rossi
Title: CEO

BANK:

SILICON VALLEY BANK

Address of Bank:
3003 Tasman Drive
Santa Clara, California 95050

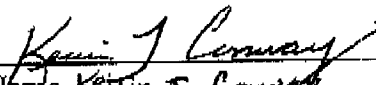
By: 
Name: Kevin J. Conway
Title: Vice President

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration/ Application Number</u>
Easy CD & DVD Creator 6 Platinum Digital Media Suite v6.2.0.110	pending
Easy CD & DVD Creator Digital Media Suite v6	pending
Easy CD Creator v5.3	pending
Easy Media Creator 7	pending
Jam 5.0.1	pending
PhotoSuite v5.0	pending
Toast 5 Titanium Getting Started Guide - Eng., FR, JA, German versions	pending
Toast 5 Titanium User's Guide - Eng., FR, JA, German versions	pending
Toast v5.0.1 Titanium/UN - CD Master	pending
Easy CD & DVD Creator 6 Basic DVD v6 (v6.1.00.88)	TX 1-117-131
CD-Master, EZCD3.5c/DIRCD2.5d : easy CD creator, v3.5c(263) P/N	TX 3-771-933
CD-Master, EZCDTR3.5a (EFIGSD)	TX 3-771-934
CD-MASTER, EZCD3.5c/DIRCD2.5d DCDv.2.5d(296)	TX 3-771-935
CD-Master, EZCDCRTR2.5a (OEM/EU)	TX 3-771-936
CD-Master, EZCRTR3.5b (EFIGSD)	TX 3-771-937
CD-Master, EZCRTR3.5b (OEM/EU)	TX 3-771-938
EASY-CD TOOLKIT	TX 4-046-529
CD-CREATOR v2.01.81 & v2.01.82	TX 4-504-321
DISK, COREL REPLACE FOR MAC	TX 4-504-322
DISK, CD CREATOR patch, 496217-00	TX 4-504-325
DISK, DIRECT CD v1.01	TX 4-543-346
Disk, CDUDFLIB.DLL, direct CD v.1.0 rev. B	TX 4-554-017
Disk, CDUDF.EXE, direct CD v1.0 rev. B	TX 4-554-018
Disk, SHELL.DL1., direct CD v1.0c rev A	TX 4-554-019

Description**Registration/
Application
Number**

Disk, CDRPWD.VXD, direct CD v1.0c rev A	TX 4-554-020
Disk, CDUDFLIB.DLL, direct CD v1.0c rev A	TX 4-554-021
Disk, CDUDF.EXE, direct CD v1.0c rev A	TX 4-554-022
Disk, CDUDF.VXD, direct CD v1.0c rev A	TX 4-554-023
CD ROM, CD CRTR WTN v2.1 MSTR rev A	TX 4-554-024
CD ROM, CD PRO 2.0 FIGS MASTER	TX 4-575-136
Disk, EZCD2.1 OEM F disk 1 & disk 2	TX 4-575-137
Easy-CD Pro 95 2.11: EXCD2.1 OEM CD MASTER:v2.11 (020)	TX 4-597-127
Easy-CD Pro 95 2.0 : CD Pro 2.0 ENG MASTER : v2.0(053)	TX 4-597-128
EASY CD Pro v.1.5.016 MAC : v.1.5.016	TX 4-597-129
CD ROM, CD PRO V2.0 OEM MASTER	TX 4-619-908
DISK, xcd32.dll, EASY-CD PRO update DRVR, Rev A	TX 4-619-957
DISK, EASY-CD PRO 95, EZCD v2.1 OEM CD MSTR : rev A	TX 4-628-382
EZCDCRTR v.3.0 LICENSEE CD	TX 4-655-933
CD, EZ/CD, DIRCD V2.0CD.DIRCD Rev A	TX 4-655-948
CD, EZ/CD, DIRCD v.2.0CD,EZ Rev A	TX 4-655-949
DISK EASY CD PRO v2.11b PATCH	TX 4-655-954
CD, TOAST v3.5.2	TX 4-659-017
EZCDCRTR v3.0 OEM CD MASTER	TX 4-659-021
EZCDCRTR v3.0 RTL CD MASTER	TX 4-659-022
EZCDCRTR v3.0 LIC MASTER CD	TX 4-659-023
CD master, EZCD v3.01a	TX 4-662-951
CD CRTR SETUP 95/NT/3.1	TX 4-662-964
CD ROM, CDCRTR MAC v1.1.1	TX 4-686-086
CD-ROM MSTR, DirCD v1.0	TX 4-686-087
DISK, EASY CD PRO, v2.11c, PATCH	TX 4-696-586

Description**Registration/
Application
Number**

CD MASTER ASW-TOAST v3.5.4	TX 4-703-113
CD-ROM MSTR, DIRCD v2.0aL	TX 4-707-226
Disk, DirectCD v1.01c, D1 & D2	TX 4-707-228
CD MASTER ASW-TOAST v3.5.3	TX 4-707-230
Disk, DirectCD v1.01b, D1 & D2	TX 4-707-231
CD, ASW-JAM v1.0 CD-ROM MASTER	TX 4-707-232
CD MASTER, EU EZCD/EU OEM v3.01	TX 4-712-578
CD MASTER, EU EZCDCRTR v3.01	TX 4-712-579
CD-ROM MSTR, EZCD v1.0	TX 4-715-513
CD MASTER, EZCDCRTR v3.01a STD	TX 4-715-735
CD-MASTER DIRCD v1.01c, Rev AA.	TX 4-743-495
CD MSTR, DIRCD v2.0a	TX 4-753-815
CD MSTR, EZCD V3.01a	TX 4-753-816
Easy CD creator : v3.01b(320)	TX 4-758-093
CD MASTER DIRCD MAC v1.0.2 : REV. AA	TX 4-799-354
DISK, TOASTDVD UPGRADE v3.6	TX 4-825-246
DISK, DVD DRIVER/SONY	TX 4-867-627
CD MASTER, DIRECT CD v2.5	TX 4-876-298
CD-Master, EZCDCRTR : VERSION 3.5.	TX 4-876-399
CD MASTER, EZv3.01d/DCDv2.5-S	TX 4-945-192
CD MASTER, EZCRTR 3.01D OEM/EU	TX 4-945-193
CD MASTER, EZCDCRTR v3.5	TX 4-961-989
CD MASTER, EZCDv3.01d/DCDv2.5	TX 4-961-990
CD MASTER, EZCDv3.01d/DCDv2.5)DCDv2.5 (0960)	TX 4-967-237
CD-MSTR, ECDCv4.01 (UNIVERSAL)	TX 5 207 110
CD MSTR, ECDCv4.02 (UNIVERSAL)	TX 5 207 113

Description**Registration/
Application
Number**

CD-MASTER, EZCD v4.01 RTL/EU	TX 5-190-492
CD-Master, dired v2.5d (CFIGSD)	TX 5-204-201
Disk, ezcd/dcd updt v1.04	TX 5-204-202
CD MASTER, SOUNDSTREAM v1.0	TX 5-204-204
Disk, ezcd/dcd upd v1.03	TX 5-204-205
Disk, ezcd/dcd upd v1.02	TX 5-204-206
CD-master, ezcdcrtr v4.0 RTL	TX 5-204-207
Disk, ezcd/dcd upd v1.01	TX 5-204-208
DISK, EZCD/DCD UPDT : v1.05	TX 5-207-108
DISK, EZCD/DCD UPDT : v1.06	TX 5-207-109
DISK, ECDC 4 UPDATE DISK v2.01	TX 5-207-111
DISK, ECDC 4 UPDATE DISK v4.02a	TX 5-207-115
ASW-DCD 5.0 for WINONCD 3.8 (EG)	TX 5-294-872
DISK, ECDC 4 : update : v4.02b.	TX 5-300-126
CD-MSTR, E3.5c/D2.5d/TT1.01EU	TX 5-302-545
CD-MSTR, E3.5c/D2.5d/TT1.01EU	TX 5-302-546
CD-MSTR, E3.5c/D2.5d/TT1.01EU	TX 5-302-547
ASW-EZCDCRTR/DIRECTCD	TX 5-307-721
CD master, EU EZCDCRTR v.3.01L	TX 5-307-722
CD master, EZCDCRTR 3.012 DLUX	TX 5-307-723
Easy CD creator-basic standard v3.01a	TX 5-320-032
ECDC 5.0 LITE-HPCPSS BETA	TX 5-320-284
CD MASTER, DIRECT CD 5.0 FOR WINONCD3.8	TX 5-332-364
SOUNDSTREAM 1.0b	TX 5-356-158
SOUNDSTREAM 1.0a	TX 5-356-159
Easy CD Creator Platinum v5.01	TX 5-360-672

Description**Registration/
Application
Number**

EASY CD CREATOR V4.02f	TX 5-366-821
Easy CD Creator v4.02e	TX 5-366-822
WINONCD v3.8	TX 5-366-824
GoBack v.3.04	TX 5-408-192
VideoPack v5.0	TX 5-447-786
Easy CD Creator v5.1 Dell Special	TX 5-469-407
Easy CD Creator 5 User's Guide - Eng, FR, IT, GE, SP, DU, JA versions	TX 5-542-146
WinOnCD v5.0	TX 5-571-604
VideoPack v5.1.156	TX 5-634-350
PhotoSuite 3.4	TX 5-634-351
Easy CD & DVD Creator 6 Platinum Digital Media Suite v6	TX 5-759-573
Easy CD & DVD Creator 6 Basic VCD v6	TX 5-788-968
Easy CD & DVD Creator 6 Starter Kit v6	TX 5-827-203
EASY-CD PRO 95 LISTING	TXu-694-958
EASY-CD 95 LISTING	TXu-719-670
EASY-CD LIBRARIAN	TXu-719-671
PRESSPLAY	VA-1-164-379

EXHIBIT B

Patents

<u>Description</u>	<u>Registration/ Application Number</u>
Thermally Conductive Screen Mesh For Encapsulated Integrated Circuit Packages	5,309,321
Rendering Perspective Views Of A Scene Using A Scanline-Coherent Look-Up Table	5,748,194
Procedure For Image Processing In A Computerized System	5,790,708
Process For Balancing The Loudness Of Digitally Sampled Audio Waveforms	5,812,969
Functional Interpolating Transformation System For Image Processing	5,907,640
Method And System For Accelerating Warping	5,963,213
Method And Apparatus For Improved Peripheral Bus Utilization	5,968,147
Method And System For Panel Alignment In Panoramas	6,064,399
System And Method For Incremental Packet Recording Of Recordable Compact Discs	6,073,189
Compact Disc Recording System And Method	6,091,686
Method And System For HTML - Driven Interactive Image Client	6,121,970
Method And System For Compositing Images	6,128,108
Method And System For Server Access Control And Tracking	6,148,333
Non-Integer Scaling Of Raster Images With Image Quality Enhancement Using An Anamorphically Scaled Intermediate Bitmap	6,181,835
Method And System For Panorama Viewing	6,192,393
Method And System For Image Templates	6,195,101
Non-Timeline, Non-Linear Digital Multimedia Composition Method And System	6,204,840
Method And System For Centering Image Objects	6,215,494
Compact Disc Recording System And Method	6,226,241
Rendering Perspective Views Of A Scene Using A Scanline-Coherent Look-Up Table	6,232,977
Method And System For Multi-Resolution Texture Mapping	6,239,807
Method And System For Creating Panoramas	6,246,413
Method And System For Removal Of Flash Artifacts From Digital Images	6,285,410
A Method And System For Mask Generation	6,300,955
Method For Performing A Color Space Transformation	6,301,025
Method And System For Composition Images	6,349,153

<u>Description</u>	<u>Registration/ Application Number</u>
Compressed Audio Data Format And File System Structures	6,353,173
Method And System For HTML-Driven Interactive Image Client	6,356,283
Real-Time Search Engine	6,366,907
Method And System For Compositing Images	6,385,349
Optical Disc Buffer Under-Run Handling Method	6,401,169
Method For Handling Buffer Under-Run During Disc Recording	6,405,283
Methods For Writing And Reading Compressed Audio Data	6,446,073
Method And System For Client-Less Viewing Of Scalable Documents Displayed Using Internet Imaging Protocol Commands	6,449,639
Methods For Determining Write Rates Of Optical Media Services	6,469,967
Methods For Determining Write Rates Of Optical Media Devices	6,469,967
Method And System For Audio Data Collection And Management	6,487,145
Method And System For Image Processing	6,512,855
Methods For Increasing File Storage Capacity Of Optical Discs	6,530,009
Method And System For Providing On-Line Interactivity Over A Server-Client Network	6,535,878
Method And Systems For Scalable Representation Of Multimedia Data For Progressive Asynchronous Transmission	6,536,043
Method And System For Backing Up Data Over A Plurality Of Volumes	6,542,975
Virtual Reality Camera	6,552,744
Methods For Establishing Recording Rates Of Optical Media Recorders	6,552,975
Methods For Processing Data Transferred To System Memory In Preparation For Recording To An Optical Disc	6,574,642
Methods For Protecting Optical Disc Media	6,590,845
Cluster Buster	6,591,356
System For Writing Incremental Packet Data To Create Bootable Optical Medium By Writing Boot Catalog And Boot Image Onto Second Track Before Writing Volume Descriptors	6,591,363
Method For Performing A Color Space Transformation	6,621,604
Method For Creating Dual-Mode Bootable CD-RW By Writing Fixed Packet Data With And Without Emulating Bad Sectors Of Link Blocks For First And Second Mode Respectively	6,631,468
Image Backup Method For Backing Up Disk Partitions Of A Storage Device	6,665,779

<u>Description</u>	<u>Registration/ Application Number</u>
Method For Writing And Reading Data To And From A Compact Disc Media	6,665,784
Methods For Optimizing Recording Order Of Data Files To Optical Media	6,678,229
System and Method for Determining Affinity Using Objective And Subjective Data	6,697,800
User Interface Method And System For Application Programs Implemented With Component Architectures	09/240,844
Method And System For Image Templates	09/764,029
Methods For Recording Music To Optical Media	09/823,787
Automobile Audio System For Collection, Management and Playback of Audio Data	09/841,788
Real-Time Search Engine	10/025,443
Method And System For Image Processing	10/104,936
Method And System For Client-Less Viewing Of Scalable Documents	10/191,867
Method And System For Providing On-Line Interactivity Over A Server-Client Network	10/209,550
System For Providing On-Line Virtual Reality Movies By Transmitting Partial Resolution Frames Through A Subtraction Process	10/330,466
System For Transmitting Digital Data Over A Limited Bandwidth Link Plural Blocks	10/330,581

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>
AUDIOCENTRAL	2,792,660
BURN YOUR WORLD ON CD & DVD	2,767,958
CEQUADRAT	1,957,675
CINEMAGIC	2,715,678
CREATOR CLASSIC	2,792,653
DVD BUILDER	2,754,620
MGI	2,590,941
NOTECAM	2,271,008
PHOTOSUITE	2,054,297
ROXIO & Design	2,762,622
SOFTDVD	2,583,899
STORYBUILDER	2,761,267
THE DIGITAL MEDIA SUITE	2,780,896
VIDEO OVERSPAN	2,761,246
VIDEOWAVE	2,815,572
VIDEOWAVE	2,168,196
VIDEOWAVE MOVIE CREATOR	2,758,390
THE DIGITAL MEDIA COMPANY	2,564,809
CD SPIN DOCTOR	2,179,486
EASY CD CREATOR	2,369,815
PHOTORELAY	2,440,935
TAKE TWO	2,571,882
TOAST	2,471,889
TOAST CD-ROM	2,166,788

<u>Description</u>	<u>Registration/ Application Number</u>
TOAST DVD	2,315,570
WEB-CHECKUP	2,360,619
WILD FILE	2,203,889
WILDFILE	2,257,925
PHOTOVISTA	2,219,616
NAPSTER	2,575,170
BURNPAK!	2,551,358
DATA OVERSPAN	2,727,989
LEARN.2.BURN	2,633,612
ROXIO	2,616,676
ROXIO & Design	2,684,603
REALITY STUDIO	2,296,777
CEQUADRAT	76/441,014
COLLAGECREATOR	76/456,047
DRAG-TO-DISC	78/157,206
EASY CD & DVD CREATOR	76/437,106
MEMORYMOVER	76/456,048
PLUG & BURN	76/511,779
ROXIO & Design	76/490,919
ROXIO & Design	76/441,022
ROXIO EASY MEDIA CREATOR	76/554,638
STORYLINE	76/437,098
TOASTANYWHERE	76/505,956
Toaster Design	78/263,983
TOASTIT	76/505,959
WINONCD	76/483,946

<u>Description</u>	<u>Registration/ Application Number</u>
EASY DVD CREATOR	75/451,485
Design (CD on fire)	76/259,761
TOAST WITH JAM	76/328,646
VIDEOPACK	76/340,999
EASY CD/DVD CREATOR	76/418,084
NONE-Design Only (human beings)	75/692,802
PUREBURN	76/212,168
PUREBURN and Design	76/259,757
QUICK SHIP and Design	75/053,383
REZOOM	75/534,679
ROXIO PUREBURN and Design	76/259,760
SIMPLESYNC	76/081,378
BURN FREE Stylized	76/277,898
BURN EVERYTHING	76/270,613
ROXIO THE DIGITAL MEDIA COMPANY	76/273,764
LEARN.2.BURN & Design	

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date