

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the entity type for the assignee previously recorded on Reel 004949 Frame 0239. Assignor(s) hereby confirms the entity type for the assignee should be shown as an Oregon charitable remainder unitrust rather than an Oregon corporation..		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Derek Sivvers		05/09/2008	INDIVIDUAL: UNITED STATES
RECEIVING PARTY DATA			
Name:	Independent Musicians' Charitable Remainder Trust		
Street Address:	4752 41st Avenue SW		
Internal Address:	Apt. 104		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98116		
Entity Type:	a charitable remainder unitrust: OREGON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78777617	CD BABY	
Serial Number:	77342570	HOSTBABY	
CORRESPONDENCE DATA			
Fax Number:	6098961469		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	609.896.3600		
Email:	dfowler@foxrothschild.com		
Correspondent Name:	Gary A. Hecht/Fox Rothschild LLP		
Address Line 1:	P.O. Box 5231		
Address Line 4:	Princeton, NEW JERSEY 08543-5231		
ATTORNEY DOCKET NUMBER:	T35904 US & T36155 US		

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**TRADEMARK
 REEL: 005024 FRAME: 0793**

NAME OF SUBMITTER:	Deborah Fowler
Signature:	/Deborah Fowler/
Date:	05/10/2013
Total Attachments: 3 source=T35904 US &T36155 US - attachments for 2nd corrective asst#page1.tif source=T35904 US &T36155 US - attachments for 2nd corrective asst#page2.tif source=T35904 US &T36155 US - attachments for 2nd corrective asst#page3.tif	

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SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the entity type for the assignee previously recorded on Reel 003822 Frame 0468. Assignor(s) hereby confirms the entity type for the assignee should be shown as an Oregon, rather than a U.S., trust.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Derek Sivers		05/09/2008	INDIVIDUAL: UNITED STATES
RECEIVING PARTY DATA			
Name:	Independent Musicians' Charitable Remainder Trust		
Street Address:	4752 41st Avenue SW		
Internal Address:	Apt. 104		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98116		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78777617	CD BABY	
Serial Number:	77342570	HOSTBABY	
CORRESPONDENCE DATA			
Fax Number:	6098961469		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	609.896.3600		
Email:	dfowler@foxrothschild.com		
Correspondent Name:	Gary A. Hecht/Fox Rothschild		
Address Line 1:	P.O. Box 5231		
Address Line 4:	Princeton, NEW JERSEY 08543-5231		
ATTORNEY DOCKET NUMBER:	T35904 US (037574.00061)		
NAME OF SUBMITTER:	Deborah Fowler		

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SERVICE MARK ASSIGNMENT AGREEMENT

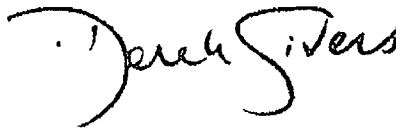
WHEREAS, DEREK SIVERS, an individual, having his principal office at 4752 41st Avenue SW, Apt. 104, Seattle, WA 98116 ("Sivers") has been using the service mark "CD BABY" for some or all of the following classifications: (1) online retail store services featuring downloadable prerecorded music video items, and audiovisual items such as DVD's, compact discs, cassettes, posters and T-shirts; wholesale distributorship featuring downloadable digital music and video recordings to retailers of digital music and video; and (2) digital formatting of music and images, namely, processing of digital music and video images into downloadable products, and is the owner of the U.S. Service Mark Application (Serial No. 78777617), Canadian Trademark Registration (Registration No. TMA 672341) and the International Registration (Registration No. 0901110) for the mark "CD BABY" (the "Service Mark");

WHEREAS, the INDEPENDENT MUSICIANS' CHARITABLE TRUST, a Charitable Remainder Trust, ("CRT"), is desirous of acquiring from Sivers the Service Mark.

NOW, THEREFORE, for sufficient good and valuable consideration, the receipt of which is hereby acknowledged, Sivers does hereby sell, assign and transfer to CRT, on a worldwide basis, all right, title and interest in, to and under the Service Mark, arising under the laws of any nation, state or jurisdiction, together with all goodwill appurtenant thereto, the U.S. Service Mark Application (Serial No. 78777617), Canadian Trademark Registration (Registration No. TMA 672341) and the International Registration (Registration No. 0901110) for the mark "CD BABY", and together with the right to bring actions and to recover damages for any past infringement of the Service Mark.

Sivers will cooperate and assist CRT and take such reasonable action as CRT may request to effect, evidence, record or perfect the assignment, transfer and recordation of the rights described herein or in connection with CRT's prosecution of any applications for service mark or service mark registration associated with the rights being assigned hereunder, including without limitation, the execution and authorization of filing of transfer documents.

SIGNED EFFECTIVE this 9 day of May, 2008.



Derek Sivers

(notary block on following page)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco }

On 5/09/08 before me, Paulette M. Gill, Notary Public
Date Here Insert Name and Title of the Officer

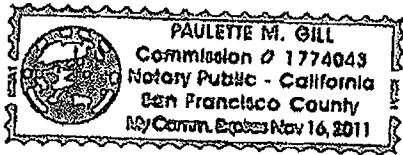
personally appeared Derek Silvers
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Paulette M. Gill
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Service Mark Assignment Agreement

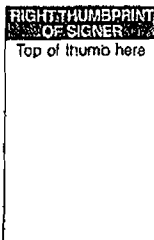
Document Date: 5/09/08 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s) Derek Silvers

Signer's Name: Derek Silvers

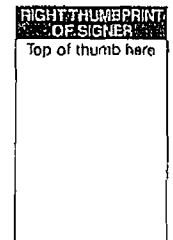
- Individual
- Corporate Officer --- Title(s): _____
- Partner --- Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer --- Title(s): _____
- Partner --- Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____