

FORM PTO-1619A

Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office

**PATENT**

**RECORDATION FORM COVER SHEET  
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**TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)**

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**Conveyance Type**

Assignment  Security Agreement

License  Change of Name

Merger  Other

**U.S. Government**  
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Departmental File  Secret File

**Conveying Party(ies)**

Mark if additional names of conveying parties attached

Name (line 1)

Execution Date  
Month Day Year

Name (line 2)

**Second Party**

Name (line 1)

Execution Date  
Month Day Year

Name (line 2)

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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 is attached. (Designation must be a separate document from Assignment.)

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Zip Code

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

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Mail documents to be recorded with required cover sheet(s) information to:  
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**PATENT**

**REEL: 011071 FRAME: 0629**

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FORM PTO-1619B

Expires 06/30/99  
OMB 0851-0027

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U.S. Department of Commerce  
Patent and Trademark Office

PATENT

Correspondent Name and Address

Area Code and Telephone Number

650-493-9300

Name **KATHLEEN HURYN, ESQ.**

Address (line 1) **650 PAGE MILL ROAD**

Address (line 2) **PALO ALTO, CA 94304**

Address (line 3)

Address (line 4)

Pages

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

# 3

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

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

Patent Application Number(s)

Patent Number(s)

09560106

09464653

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

# TWO (2)

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 80.00

Method of Payment:

Deposit Account

Enclosed

Deposit Account

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

Deposit Account Number:

# 23-2415 Attn: 23848.000

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.

Kathleen Huryn, Esq.

Name of Person Signing

*Kathleen Huryn*  
Signature

10/31/00

Date Signed

**GRANT OF SECURITY INTEREST  
PATENTS**

THIS GRANT OF SECURITY INTEREST, dated as of October 30, 2000, is executed by Napster, Inc., a Delaware corporation ("Debtor"), in favor of Bertelsmann AG ("Secured Party").

A. Pursuant to a Secured Promissory Note (the "Note"), dated as of October 30, 2000, issued by Debtor to Secured Party, Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein. Debtor has granted a security interest to Secured Party in certain assets of Debtor to secure Debtor's obligations under the Note pursuant to a Security Agreement dated as of October 30, 2000 between Debtor and Secured Party (the "Agreement").

B. Debtor owns the letters patent, and/or applications for letters patent, of the United States, more particularly described on Schedule 1-A annexed hereto as part hereof (collectively, the "Patents");

C. Schedule 1-A hereof constitutes a complete list, as of the date hereof, of registrations or applications for registrations of Patents in or to which Debtor has any right, title, interest, claim or demand. After the date of the Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, Debtor shall provide written notice to Secured Party, in accordance with the provisions of Section 6(c) of the Security Agreement, of any addition or change which is necessary to be made to Schedule 1-A in order to maintain such schedules completeness or accuracy.

D. Debtor hereby grants to Secured Party a security interest in all right, title and interest of Debtor in and to the Patents, together with any reissue, continuation, continuation-in-part or extension thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Patents (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.


Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement.

Secured Party's address is: BERTELSMANN AG  
Carl-Bertelsmann-Strasse 270  
33311 Guetersloh, Germany

*[Signature page follows]*

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first above written.

Napster, Inc.

By:   
Name: Hank Barton  
Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST  
PATENT APPLICATIONS

<u>Title</u>	<u>Application No.</u>
Use-Sensitive Distribution of Data Files Among Users	09/560,106
Real-Time Search Engine	09/464,653



Wilson Sonsini Goodrich & Rosati  
PROFESSIONAL CORPORATION

Date: October 31, 2000

To: COMMISSIONER

Fax: 703-306-5995

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Company: Commissioner of Patents and Trademarks

Phone: 703-308-9723

Notify recipient  
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From: Nancy Bouch, Paralegal

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Return Fax: 650-845-5000

Original:  To follow via mail  To follow via courier  To follow via email  Original will not follow

Fax Contains: 6 pages (including this sheet). If incomplete, call 650-496-7543.

Message:

Recordation Form Cover Sheet Patents attached for Conveying Party: NAPSTER, INC.

Ref: 23848.000

Return Original to: Nancy Bouch

Location: 1117-1-P12

650 Page Mill Road, Palo Alto, CA 94304-1050 • 650.493.9300 Tel • 650.493.6811 Fax • www.wsgr.com

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PATENT

Afax (514)

RECORDED: 10/31/2000

REEL: 011071 FRAME: 0634