



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

1. Name of conveying party:
Philippe A. Bellosguardo

Additional name(s) & party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Music.com Inc.
Internal Address: _____
Street Address: 8 West 38th Street
City: New York State: NY Zip: 10018

Additional name(s) & address(es) attached? Yes No

14960 U.S. PTO
09/758293
01/11/01

3. Nature of conveyance: **1-11-01**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 11, 2001

4. Application number(s) or patent number(s): _____

If this document is being filed together with a new application, the execution date of the application is: January 11, 2001

A. Patent Application No.(s)
01/17/2001 DTESSEM1 00000001 09758293
02 FC:581 40.00 OP

B. Patent No.(s)
09/758293

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Ernest D. Buff
Internal Address: _____
Ernest D. Buff & Associates, LLC
Street Address: 245 South Street
City: Morristown State: NJ Zip: 07960

6. Total number of applications and patents involved: one

7. Total fee (37 CFR 3.41)\$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **40E**

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.

Ernest D. Buff _____ January 11, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

ASSIGNMENT

Assignment before issue of Letters Patent

Docket No. 0051-1

WHEREAS, Philippe A. Bellosguardo, resident of New York, County of Manhattan, State of NY (hereinafter "Assignor") has invented certain new and useful improvements in

ANONYMOUS CREDIT CARD


(hereinafter "invention") for which Assignor is making or has made application for LETTERS PATENT OF THE UNITED STATES, which application has been duly executed by Assignor on the day(s) and date(s) of these presents.

AND WHEREAS, MUSIC.com Inc., a corporation organized and existing under the laws of the State of Delaware, U.S.A., having a place of business at 8 West 38th Street, New York, NY, U.S.A., hereinafter called the Assignee, is desirous of acquiring the entire right, title and interest in and to said invention within the United States of America and its territorial possessions and all foreign countries and any United States or foreign LETTERS PATENT that may be granted therefor.

NOW, THIS INDENTURE WITNESSETH, that for good and valuable considerations, the receipt whereof is hereby acknowledged, Assignor has assigned, sold and transferred, and does hereby assign, sell and transfer to the said Assignee the entire right, title and interest in and to the said invention, within the United States of America and its territorial possessions and all foreign countries and in and to any LETTERS PATENT of the United States and foreign countries, including utility models, inventor's certificates and like government grants, and all divisions, reissues, continuations and extensions thereof that may be granted therefor, and the right to apply for LETTERS PATENT in foreign countries with full benefit of such priorities as may now or hereafter be granted to Assignor by local laws or by treaty, including any international convention, for the protection of industrial property, together with the right to extend the protection of said U.S. LETTERS PATENT to the various territorial possessions now owned or which may be hereafter acquired by the United States of America, all said rights to be held and enjoyed by the Assignee for its own use and benefit, and for the use and benefit of its successors or assigns, to the full end of the term for which said LETTERS PATENT may be granted, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made. And Assignor does hereby request and authorize the Commissioner of Patents and Trademarks, U.S.A., to issue said U.S. LETTERS PATENT, when granted, in accordance with this assignment.

Assignor further covenants and agrees with the Assignee that Assignor has a full and unencumbered title to the invention hereby assigned, which title Assignor warrants unto the Assignee, and Assignor further agrees that Assignor will, without demanding any further consideration therefor, at the request but at the expense of the Assignee, do all lawful and just acts, including the execution and acknowledgment of instruments, that may be or become necessary for obtaining, sustaining, extending, reissuing or reexamining United States and foreign LETTERS PATENT or the like for the said invention, and for maintaining and perfecting the Assignee's right to said invention and LETTERS PATENT particularly in cases of interference, conflict, opposition and litigation.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 9 day of January, 2001

 Philippe A. Bellosguardo

IN TESTIMONY WHEREOF, I have hereunto set my hand this _____ day of _____, 2001

IN TESTIMONY WHEREOF, I have hereunto set my hand this _____ day of _____, 2001

STATE OF New Jersey
~~New York~~)
COUNTY OF Sussex
~~Manhattan~~) ss.:

On this 9th day of January, 2001 before me personally appeared
Philippe A. Bellosguardo

to me known and known to me to be the individual who described in and who executed the foregoing instrument,
and he acknowledged to me that he executed the same.

[SEAL]

Nicolette Soucy
Notary Public of New Jersey
Commission Expires 7/9/2002
My commission expires:

STATE OF _____)
COUNTY OF _____) ss.:

On this _____ day of _____, 2001 before me personally appeared

to me known and known to me to be the individual _____ described in and who executed the foregoing instrument,
and _____ he _____ acknowledged to me that _____ he _____ executed the same.

[SEAL]

Notary Public
My commission expires:

STATE OF _____)
COUNTY OF _____) ss.:

On this _____ day of _____, 2001 before me personally appeared

to me known and known to me to be the individual _____ described in and who executed the foregoing instrument,
and _____ he _____ acknowledged to me that _____ he _____ executed the same.

[SEAL]

Notary Public
My commission expires:

Assignment

Philippe A. Bellosguardo

TO

MUSIC.com Inc.

INVENTION:

ANONYMOUS CREDIT CARD

Docket No: 0051-1

MUSIC.com Inc.
8 West 38th Street
New York, NY 10018

PATENT