

12-21-1999

FORM PTO-1-31-92

*Handwritten:* 12/6/99



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SHEET  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
**Snowball.com, Inc.**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: **November 8, 1999**

2. Name and address of receiving party(ies):  
Name: Silicon Valley Bank  
Internal Address: Loan Documentation HG150  
Street Address: 3003 Tasman Drive  
City: Santa Clara      State: Ca      ZIP: 95054

Individual(s) Citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designations must be a separate document from assignment)

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

*Vertical stamp:* RECEIVED  
OFFICE OF FINANCE  
DEC 15 1999  
PM 12:30

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)  
**75,667,737 - 75,667,735 - 75,667,791 - 75,667,736 - 75,416,394 - 75,445,076 - 75,445,075**

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Silicon Valley Bank  
Internal Address: Loan Documentation HG150  
Street Address: 3003 Tasman Dr.  
City: Santa Clara      State: Ca      ZIP: 95054

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): .....\$ **190.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
(Attach duplicate copy of this page if paying by deposit account)

12/20/1999 DNGUYEN 00000024 75667737

DO NOT USE THIS SPACE

01 FC:481      40.00 OP  
02 FC:482      150.00 OP

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.*

**Pia Amarillas**  
Name of Person Signing

Signature

**11/17/99**  
Date

Total number of pages comprising cover sheet: 13

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 8, 1999 by and between SAND HILL CAPITAL II, LP ("Sand Hill") and SNOWBALL.COM, INC. ("Borrower").

RECITALS

Sand Hill and Borrower are parties to that certain loan agreement of even date (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Sand Hill a security interest in the Collateral.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure performance of its obligations under the Loan Agreement, Borrower grants to Sand Hill a security interest in all of Borrower's right, title and interest in Borrower's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibit A, B, C and D hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

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

Address of Borrower:

SNOWBALL.COM, INC.

250 Executive Park Boulevard, Suite 4000  
San Francisco, CA 94134

By: James K. Tolonen  
Title: COO/CFO

Attn:

Address of Sand Hill:

SAND HILL CAPITAL II, LP

3000 Sand Hill Road  
Building 2, Suite 110  
Menlo Park, CA 94025  
Attn: Robert Johnson

By: DDG  
Title: GENERAL PARTNER

PA\948269.1  
1191271-900000

PA\957012.1  
1191271-905300

EXHIBIT A

Copyrights

Snowball.com claims copyright protection in all original works of authorship of Snowball.com that have been fixed in any tangible medium of expression. These include but are not limited to Snowball.com's websites, software, promotional and informational materials and other written and electronic material.

Snowball.com has not registered any copyrights with the U.S. Copyright Office.

EXHIBIT B TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

Patents

None.

**TRADEMARK**  
**REEL: 002001 FRAME: 0661**

**Exhibit D**

**Snowball.com  
DOMAIN NAMES**

affiliation.com  
affiliation.net  
attributionnetworks.com  
affiliationnetwprk.com  
altmama.com  
altmama.net  
alumnisource.net  
assaulttour.com  
atvault.com  
bratclick.com  
c2click.com  
campchickclick.com  
campuslocker.com  
campuslocker.com  
chickbody.com  
chickbooks.com  
chickcal.com  
chickcamp.com  
chickcamp.net  
chickcamp.org  
chickchatter.com  
chickching.com  
chickclick.com  
chickconnect.com  
chickcrafty.com  
chickdates.com  
chickdiary.com  
chickdigital.com  
chickfashion.com  
chickfix.com  
chickfizz.com  
chickhomb.com  
chickjock.com  
chickjournal.com  
chicklings.com  
chicklink.com  
chicklocal.com  
chicklounge.com  
chickmail.com  
chickmoney.com

**Exhibit D**

**Snowball.com  
DOMAIN NAMES**

chickpages.com  
chickradio.com  
chickreview.com  
chickreviewcrew.com  
chicksandstuff.com  
chickscene.com  
chickshop.com  
chickshopping.com  
chickshopping.net  
chickshopping.org  
chickshops.com  
chickshops.net  
chickshops.org  
chicksonian.com  
chicksports.com  
chickstand.com  
chickstars.com  
chickstomp.com  
chickstop.com  
chickstyle.com  
chicktravel.com  
chickwork.com  
chickzap.com  
chickzoom.com  
churchofebay.com  
collegealumni.com  
collegealumni.net  
collegefield.com  
collegegraduate.net  
collegejersey.com  
collegestorm.com  
collegewin.com  
craftyclick.com  
ctoooclick.com  
dailycelebrities.com  
dailyentertainment.com  
dailygear.com  
dailyhiphop.com  
dailyjock.com  
dailymovies.com  
dailymusic.com  
dailyscifi.com

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DOMAIN NAMES**

dailyscifi.com  
dailytv.com  
digitalcaffeine.com  
digitalcasbah.com  
digitalcasbah.net  
digitalnomads.com  
elementaryalumni.com  
elementaryalumni.net  
estradio.com  
estrobooks.com  
estrocal.com  
estrochat.com  
estrock.com  
estrock.com  
estroclick.com  
estroconnect.com  
estrodates.com  
estrodiary.com  
estrojournal.com  
estrolocal.com  
estromail.com  
estronet.com  
estropages.com  
estroradi.com  
estroradio.com  
estrorocal.com  
estrorodates.com  
estroshop.com  
flvault.com  
fpsvault.com  
fragmaster.com  
gamecollege.com  
gameheaven.com  
gameplayers.com  
gametsweekly.com  
gamespotlight.com  
gradalumni.com  
gradcenter.com  
gradcenter.net  
graduatealumni.com  
graduatealumni.net  
hovault.com  
hsalum.com  
hsalum.net



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**Snowball.com  
DOMAIN NAMES**

hungover.com  
igamesnet.com  
igeninsite.com  
igenresearch.com  
igmail.com  
i-g-n.com  
ign.com  
ign64.com  
ignatnight.com  
igndc.com  
igndreamcast.com  
igne.com  
ignentertainment.com  
ignextreme.com  
ignformen.com  
ignmail.com  
ignmovies.com  
ignmovies.com  
ignmusic-com  
ignotes.com  
ignpc.com  
ignpocket.com  
ignpsx.com  
ignrocks.com  
ignrules.com  
ignsci-fi.com  
ignscifi.com  
ignsports.com  
ignsucks.com  
igntertainment.com  
igntv.com  
ignwrestling.com  
iguider.com  
ilovelara.c.om  
insideguide..com  
insideguide.net  
insideguider.com  
insideguider.net  
insideguiders.com  
insideguiders.net  
insideguides.net  
insidelink.net

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DOMAIN NAMES**

insidenotes.com  
insiderlink.com  
insiderlink.net  
insidermail.com  
insidernotes.com  
insiteresearch.com  
jhalum.com  
jhalum.net  
jhalumni.com  
jhalumni.net  
jockcenter.com  
jrhighalum.co.m  
jrhighalum.net  
jrhighalumni.com  
jrhighalumni.net  
lightingmail.com  
lightningmail.net  
mamacal.com  
mamabhat.com  
mamaclick.com  
mamadates.com  
mamajournal.com  
mamanet.com  
mamarama.com  
middleschoolalumni.com  
middleschoolalumni.net  
misclick.com  
missclick.com  
mkvault.com  
mobileassaulttoLir.com  
mobiletour.com  
moviewatch.com  
mychickclick.com  
mychickstand.com  
myestronet.com  
myign.com  
myinsideguide.com  
myinsideguide.net  
myinsideguides.com  
myinsideguides.net  
mymamanet.com  
mypowermail.com

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DOMAIN NAMES**

mypowermail.net  
mypowerpages.com  
mypowerstudents.com  
mysheewire.com  
peepclick.com  
pigtailmail.com  
pigtailpages.com  
planetpigtail.com  
popfizz.com  
postcollege.com,  
postcollege.net  
povault.com  
powergrad.com  
powergrad.net  
powergrads.com  
powergrads.net  
powergraduate.com  
powergraduate.net  
powerjock.com  
powernation.com  
powerpostal.com  
powerpostal.net  
powerstudent.com  
powerstudent.net  
powerstudentnetwork.com  
powerstudentnetwork.net  
powerstudentpage.com  
powerstudentpages.com'  
powerstudentpages.com  
powerstudents.com  
powerstudents.net  
powerstudentsnetwork.com  
powerstudentsnetwork.net  
powerstudentspage.com  
primaryalumni.com  
primaryalumni.net  
psxpower.com  
psxrocks.com  
psxworld.com

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DOMAIN NAMES**

rts'vault.com  
saturnrules.com  
saturnworld.com  
schoolalum.com  
schoolalum.net  
segaassault.com  
segamobileassaulttour-com  
segatour.com  
sexcrazed.com  
shestuff.com  
shewire.com  
simvault.c.om  
sitestorm.net  
sitestorm.o,rg  
siteswarm.com  
snowball.com  
snowball.net  
sportsblock.com  
sportsdegree.com  
sportsstorm.com  
sportsu.net  
sportsuniversity.com  
sportsuniversity.net  
sportszip.com  
sportuniversity.com  
sportuniversity.net  
stealthzine.com  
stealthzines.com  
strategiesonline.com  
strategycentral.com  
stuffformen.com  
teambreak.com  
teambuzz.com  
teamcollege.com  
teamstorm.com  
tekkenking.com  
theden.com  
tvi'nsider.com  
ugponline.com  
ugponline.com  
ultragp.com  
universitysport.com

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universitysport.net  
universitysports.net  
u-sports.com  
videogametips.com  
voxnation.net  
voxnation.org  
webgeneration.net  
yourgeneration.com