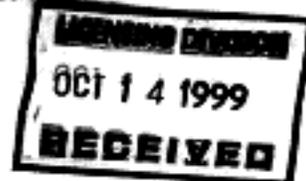


**Initial Notice of Digital Transmissions of Sound Recordings
Under Statutory License**

In accordance with 37 CFR 201.35, the transmission service set forth herein files with the Library of Congress, Copyright Office, an initial notice stating the Service's intention to obtain a statutory license under Section 114(f) of Title 17 of the United States Code, as amended by Public Law 104-39, 109 Stat. 336, and Public Law 105-304, 112 Stat. 2860.



1. **Name of Service:** cdnow.com
2. **Mailing Address:** CDnow Online, Inc.
1005 Virginia Drive
Fort Washington, PA 19034

Note: A post office box is acceptable if it is the only address that can be used in that geographic location.

3. **Telephone No.:** (215) 619-9900
4. **Facsimile No.:** (215) 619-9521

Note: Indicate "none" if there is no number.

5. **Website Address of Service:** http://cdnow.com

Note: Information on how to gain access to the online website or home page of the Service, or where information may be posted under the regulations concerning the use of sound recordings must be provided.

6. **Officer or Authorized Representative of Service:**

Signature:

- Name:** David A. Capozzi
- Title:** Vice President & General Counsel
- Date:** October 13, 1999

EFFECTIVE DATE
10/14/99