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To the Honorable Commissioner of Patent

101623969

Original documents or copy thereof.

1. Name of conveying party(ies):

Media Bay.com, Inc

7-12-01

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

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

2. Name and address of receiving party(ies):

Name: Media Bay, Inc

Internal Address: _____

Street Address: 2295 Corporate Blvd

City Boca Raton State FL ZIP 33431

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: February 1, 2001

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

A. Trademark Application No.(s)

75/933769

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: Jeffrey M. Samuel

Internal Address: _____

Street Address: 228 Pineland Dr

City: Copley State: OH ZIP 44321

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Jeffrey M. Samuel
Name of Person Signing

Jeffrey M. Samuel
Signature

2/19/01
Date

Total number of pages comprising cover sheet: 1

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ASSIGNMENT

WHEREAS MediaBay.com, Inc., a Delaware corporation whose address is 2 Ridgedale Avenue, Suite 370, Cedar Knolls, New Jersey 07927 (hereinafter "Assignor"), is the owner of United States Trademark Application No. 75/933769 for the mark AUDIO PASSAGES.COM - A Christian Audio Book Club and Design and of the mark shown in said application, and of the goodwill of the business symbolized by said mark;

AND WHEREAS MediaBay, Inc., a Florida corporation whose address is 2295 Corporate Boulevard, N.W., Boca Raton, Florida 33431 (hereinafter "Assignee"), a successor to the ongoing and existing business of Assignor to which the mark pertains, is desirous of acquiring the entire right, title and interest in and to the said application and the mark shown in said application and the goodwill of the business symbolized by said mark;

NOW THEREFORE, for one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire right, title and interest in and to the said application, and the mark shown in the said application, together with the goodwill of the business symbolized by said mark, and the right of the Assignee to conduct business under said mark and to sue for past infringement.

Done, this 1st day of Feb, 2001.

MediaBay.com, Inc.

By: [Signature]
Michael Herrick
Chief Executive Officer