

03-28-2001

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To the Honorable Commissioner of Patents:

101651397

inal documents or copy thereof.

1. Name of conveying party(ies):

Media Bay.com, Inc.

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

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

2. Name and address or 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: March 3, 2001

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

A. Trademark Application No.(s)

76/002477  
76/002478

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. Samuels

Internal Address:

Street Address: 228 Pineland Dr

City: Copley State: OH ZIP 44321

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):.....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Jeffrey M. Samuels  
Name of Person Signing

*Jeffrey M. Samuels*  
Signature

3/9/01  
Date

Total number of pages comprising cover sheet:  1

OMB No. 0651-0011 (exp. 4/94)

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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 Serial No. 76/002478 for the mark ALDIOBOOKCLUB.COM and DESIGN and of the mark shown in said application, and of the goodwill of the business symbolized by said mark,

AND WHEREAS MediaBay.com, Inc., a Delaware corporation whose address is 2 Ridgedale Avenue, Suite 370, Cedar Knolls, New Jersey 07927 (hereinafter "Assignor"), also is the owner of United States Trademark Application Serial No. 76/002477 for the mark AUDIOBOOKCLUB.COM and DESIGN - World's Largest Selection of Audiobooks 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"), is desirous of acquiring the entire right, title and interest in and to the said applications and the marks shown in said applications and the goodwill of the businesses symbolized by said marks.

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 applications, and the marks shown in the said

applications, together with the goodwill of the businesses symbolized by said marks, and the right of the Assignee to conduct business under said marks and to sue for past infringement.

Done, this 3rd day of March 2001.

MediaBay.com, Inc.

By:



Michael Herrick  
Chief Executive Officer