

05-25-2001

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings 000

W20 5/21/01

101730919

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

1. Name of conveying party(ies):
Radio Spirits, Inc.

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

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, N.W.

City Boca Raton State FL ZIP 33431

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State FL
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 15, 2001

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

A. Trademark Application No.(s)
76/157273

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)

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. Samuel 5/20/01
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

ASSIGNMENT

WHEREAS Radio Spirits, Inc. a Delaware corporation whose address is 974 Estes Court, Schaumburg, Illinois 60193 (hereinafter "Assignor"), is the owner of United States Trademark Application No. 76/157273 for the mark MEDIABAY ENTERTAINMENT 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"), 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 _____ day of _____, 2001.

RADIO SPIRITS, INC.

By: _____

Carl Amari
President