

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Company type of Assignee and deletion and addition of marks assigned previously recorded on Reel 003639 Frame 0740. Assignor(s) hereby confirms the Assignment of Entire Interest And The Goodwill.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MediaBay, Inc.		10/10/2007	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	OTRE, LLC
Street Address:	2295 Corporate Blvd., N.W.
Internal Address:	Suite 222
City:	Boca Raton
State/Country:	FLORIDA
Postal Code:	33432
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2110587	AUDIO BOOK CLUB
Registration Number:	2117493	WHERE BOOKS COME TO LIFE!
Registration Number:	2554856	AUDIOBOOKCLUB.COM WORLD'S LARGEST SELECTION OF AUDIOBOOKS
Registration Number:	2244389	WHERE BOOKS COME TO LIFE!
Registration Number:	2158535	AUDIO BOOK CLUB WHERE BOOKS COME TO LIFE!
Registration Number:	2783944	THE WORLD'S 30 GREATEST MYSTERIES
Registration Number:	2346898	AUDIO BOOK CLUB PUBLISHING
Registration Number:	2718712	AUDIOBOOKCLUB.COM WORLD'S GREATEST SELECTION OF AUDIOBOOKS
Registration Number:	1965035	AUDIO BOOK CLUB
Registration Number:	2622900	AUDIOBOOKCLUB.COM

CH \$340.00 2110587

Registration Number:	2252868	AUDIO BOOK CLUB WHERE BOOKS COME TO LIFE!
Registration Number:	1938108	
Registration Number:	2238439	

CORRESPONDENCE DATA

Fax Number: (215)832-5767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: perry@blankrome.com
 Correspondent Name: David M. Perry
 Address Line 1: One Logan Square
 Address Line 2: 9th Floor
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	523117-01111
NAME OF SUBMITTER:	David M. Perry
Signature:	/David M. Perry/
Date:	10/15/2007

Total Attachments: 10
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TO: DAVID M. PERRY COMPANY: ONE LOGAN SQUARE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.110/15/2007
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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MediaBay, Inc.		10/10/2007	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	OTRE, LLC		
Street Address:	2295 Corporate Blvd., N.W.		
Internal Address:	Suite 222		
City:	Boca Raton		
State/Country:	FLORIDA		
Postal Code:	33432		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	2110687	ADVEST	
Registration Number:	2117493	WHERE BOOKS COME TO LIFE!	
Registration Number:	2554856	AUDIOBOOKCLUB.COM WORLD'S LARGEST SELECTION OF AUDIOBOOKS	
Registration Number:	2244389	WHERE BOOKS COME TO LIFE!	
Registration Number:	2158535	AUDIO BOOK CLUB WHERE BOOKS COME TO LIFE!	
Registration Number:	2783944	THE WORLD'S 30 GREATEST MYSTERIES	
Registration Number:	2346898	AUDIO BOOK CLUB PUBLISHING	
Registration Number:	2718712	AUDIOBOOKCLUB.COM WORLD'S GREATEST SELECTION OF AUDIOBOOKS	
Registration Number:	1965035	AUDIO BOOK CLUB	
Registration Number:	2622900	AUDIOBOOKCLUB.COM	
Registration Number:	2252868	AUDIO BOOK CLUB WHERE BOOKS COME TO LIFE!	
Registration Number:	1938108		

CH \$340.00 2110687

TO:DAVID M. PERRY COMPANY:ONE LOGAN SQUARE

Registration Number: 2238439

CORRESPONDENCE DATA

Fax Number: (215)832-5767

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: perry@blankrome.com

Correspondent Name: David M. Perry

Address Line 1: One Logan Square

Address Line 2: 9th Floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 523117-01111

NAME OF SUBMITTER: David M. Perry

Signature: /David M. Perry/

Date: 10/15/2007

Total Attachments: 4

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ASSIGNMENT OF TRADEMARKS, SERVICE MARKS, AND REGISTRATIONS

This Assignment is made effective on the 10th day of October, 2007, between MediaBay, Inc., a Florida corporation, with an address of 2 Ridgedale Avenue, Cedar Knolls, New Jersey 07927 ("ASSIGNOR"), and OTRE, LLC, a Delaware limited liability company, with an address of 2295 Corporate Blvd., N.W., Suite 222, Boca Raton, Florida 33432 ("ASSIGNEE").

WHEREAS, ASSIGNOR has adopted the trademarks and service marks listed in Appendix A for which it owns federal registrations in the United States Patent and Trademark Office;

WHEREAS, ASSIGNEE is desirous of acquiring said service marks and trademarks and the registrations therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR does hereby assign, sell and transfer to ASSIGNEE, its successors and assigns, all of its right, title, and interest in and to said marks, together with the goodwill of the business symbolized by and associated with said service marks, trademarks and the registrations therefor.

IN TESTIMONY WHEREOF, ASSIGNOR has executed this Assignment by a duly authorized officer.






MEDIABAY, INC.






Dated: 10/10/07

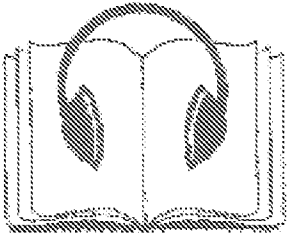
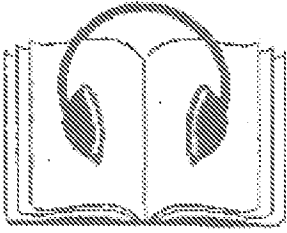
By: Robert Toro
Robert Toro
Chief Financial Officer

APPENDIX A

TRADEMARKS, SERVICE MARKS, AND REGISTRATIONS

Trademark/Service Mark	Reg. No	Reg. Date
<p>AUDIO BOOK CLUB</p> <p>Audio Book Club </p>	2110587	11/04/1997
<p>WHERE BOOKS COME TO LIFE!</p> <p>AUDIODOCKCLUB.COM WORLD'S LARGEST SELECTION OF AUDIOBOOKS</p> <p></p>	2117499	10/2/1997
<p>WHERE BOOKS COME TO LIFE!</p> <p>AUDIO BOOK CLUB WHERE BOOKS COME TO LIFE!</p> <p>Audio Book Club  <i>Where Books Come To Life!</i></p>	2244289	05/11/1998
<p>THE WORLD'S 30 GREATEST MYSTERIES</p> <p></p>	2152535	05/15/1998
<p>THE WORLD'S 30 GREATEST MYSTERIES</p> <p></p>	2783944	09/26/2003

<p>AUDIO BOOK CLUB PUBLISHING</p> 	<p>2346898</p>	<p>05/02/2000</p>
<p>AUDIOBOOKCLUB.COM WORLD'S GREATEST SELECTION OF AUDIOBOOKS</p> 	<p>2918712</p>	<p>05/27/2000</p>
<p>AUDIO BOOK CLUB</p> 	<p>1965035</p>	<p>04/02/1998</p>
<p>AUDIOBOOKCLUB.COM</p> 	<p>2022900</p>	<p>09/24/2002</p>
<p>AUDIO BOOK CLUB WHERE BOOKS COME TO LIFE!</p> 	<p>2262868</p>	<p>06/15/1998</p>

	1938108	11/29/1995
	2238439	04/13/1999

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