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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies):  
**Ajit V. Rajasekaran Guy A. Story, Jr.  
Andrew J. Huffman**

2. Name and address of receiving party(ies):  
Name: **Audible, Inc.**

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

Internal Address: \_\_\_\_\_

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Street Address: **65 Willowbrook Boulevard**

City **Wayne** State **NJ** ZIP **07470**

Execution Date: **5/3/99, 5/3/99, 5/4/99**

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

4. Application number(s) or patent number(s):  
If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)

B. Patent No.(s)

**09/261,055**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Blakely, Sokoloff, Taylor & Zafman, LLP**

Internal Address: \_\_\_\_\_

Street Address: **12400 Wilshire Blvd.**

**7th Floor**

City: **Los Angeles** State: **CA** ZIP: **90025**

6. Total number of applications and patents involved:

**1**

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

**02-2666**

(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.*

Paul A. Mendonsa, Reg. No. 42,879  
Name of Person Signing

*Paul A. Mendonsa*  
Signature

**MAY 13, 1999**  
Date

Total number of pages comprising cover sheet, attachments, and document: **3**

**Mail documents to be recorded with required cover sheet information to:  
Comissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231**

Attorney Docket No.: **02541.P011**

**PATENT  
REEL: 010047 FRAME: 0386**

**ASSIGNMENT**

(For Execution After Filing Patent Application)

In consideration of good and valuable consideration, the receipt of which is hereby acknowledged, We

the undersigned, Ajit V. Rajasekharan, Guy A. Story, Jr., and Andrew J. Huffman

hereby sell, assign, and transfer to Audible, Inc.

a corporation of Delaware, having a principal place of business at 65 Willowbrook Blvd., Wayne, NJ 07470, ("Assignee"),

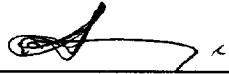
and its successors, assigns, and legal representatives, the entire right, title, and interest for the United States and all foreign countries, in and to any and all improvements that are disclosed in the application for the United States patent that was filed March 2, 1999 and assigned Application No. 09/261,055 and is entitled


**SECURE STREAMING OF DIGITAL AUDIO/VISUAL CONTENT.**

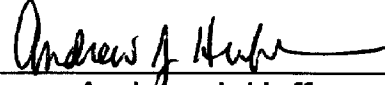
and in and to said application and all divisional applications, continuation applications, continued prosecution applications, continuation-in-part applications, substitute applications, renewal applications, reissue applications, reexaminations, extensions, and all other patent applications that have been or shall be filed in the United States and all foreign countries on any of said improvements; and in and to all original patents, reissued patents, reexamination certificates, and extensions that have been or shall be issued in the United States and all foreign countries on said improvements; and in and to all rights of priority resulting from the filing of said United States application;

agree that said Assignee may apply for and receive a patent or patents for said improvements in its own name; and that, when requested, without charge to, but at the expense of, said Assignee, its successors, assigns, and legal representatives, to carry out in good faith the intent and purpose of this Assignment, the undersigned will execute all divisional applications, continuation applications, continued prosecution applications, continuation-in-part applications, substitute applications, renewal applications, reissue applications, reexaminations, extensions, and all other patent applications on any and all said improvements; execute all rightful oaths, assignments, powers of attorney, and other papers; communicate to said Assignee, its successors, assigns, and representatives all facts known to the undersigned relating to said improvements and the history thereof; and generally assist said Assignee, its successors, assigns, or representatives in securing and maintaining proper patent protection for said improvements and for vesting title to said improvements, and all applications for patents and all patents on said improvements, in said Assignee, its successors, assigns, and legal representatives; and

covenant with said Assignee, its successors, assigns, and legal representatives that no assignment, grant, mortgage, license, or other agreement affecting the rights and property herein conveyed has been made to others by the undersigned, and that full right to convey the same as herein expressed is possessed by the undersigned.

Date: 5/3/99, 1999   
Name: Ajit V. Rajasekharan

Date: 5/3/99, 1999   
Name: Guy A. Story, Jr.

Date: 5/4/99, 1999   
Name: Andrew J. Huffman