

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Release of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ING (U.S.) Capital LLC		04/28/2004	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	ABC Investment Corp.
Street Address:	2 Ridgedale Avenue
Internal Address:	Suite 300
City:	Cedar Knolls
State/Country:	NEW JERSEY
Postal Code:	07929
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2373533	BOOKSALOUD
Registration Number:	2282911	BOOKSALOUD.COM

CORRESPONDENCE DATA	
Fax Number:	(860)275-0343
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	860-275-0589
Email:	ptomail@dbh.com
Correspondent Name:	Barb Villandry, Paralegal
Address Line 1:	CityPlace 1
Address Line 4:	Hartford, CONNECTICUT 06103-3499

ATTORNEY DOCKET NUMBER:	036845-02190
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NAME OF SUBMITTER:	Barb Villandry, Paralegal
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Total Attachments: 3
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**TRADEMARK
 REEL: 002860 FRAME: 0253**

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RELEASE OF SECURITY INTEREST

This RELEASE OF SECURITY INTEREST, effective as of April 28, 2004, is executed by ING (U.S.) Capital LLC, in its capacity as administrative agent ("Agent"), in favor of MediaBay, Inc. and those of its subsidiaries with obligations under that certain Amended and Restated Credit Agreement dated as of April 30, 2001 (the "Credit Agreement"), including Radio Spirits, Inc., Audio Book Club, Inc., MediaBay.com, Inc., AudioBookClub.com, Inc., ABC-COA Acquisition Corp., MediaBay Services, Inc., Video Yesteryear, Inc., ABC Investment Corp., MediaBay Publishing, Inc. and Radio Classics, Inc. (MediaBay Inc. and such subsidiaries, collectively, the "Debtor").

WHEREAS, on May 30, 2001, Agent, on behalf of itself and the secured parties under the Credit Agreement (the "Secured Parties"), recorded a security interest under the Credit Agreement at the United States Patent and Trademark Office on Reel 002308, Frame 0508, which was an assignment in full of the security interest recorded in favor of Fleet National Bank on Reel 001926, Frame 0533;

WHEREAS, pursuant to the terms of the Credit Agreement and that certain letter from Agent to MediaBay, Inc. dated April 12, 2004, the above-referenced security interest has been irrevocably released and terminated in full; and

WHEREAS, at the request of the Debtor, Agent is executing this Release of Security Interest to enable Debtor to record evidence of such release and termination at the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent, on behalf of itself and the Secured Parties, hereby acknowledges and agrees that (a) all security interests granted by Debtor to the Secured Parties under the Credit Agreement in any collateral, including without limitation, the trademarks and corresponding applications and registrations identified on Schedule A (collectively, the "Collateral"), have been and hereby are irrevocably terminated and released, and (b) neither Agent nor any Secured Party shall have any further interest in the Collateral. Secured Party hereby irrevocably assigns to Debtor all Collateral that was assigned from Debtor to Security Party under the Credit Agreement, if any.

[signature page to follow]

IN WITNESS WHEREOF, Agent has caused this Release of Security Interest to be executed by its duly authorized representative.

ING (U.S.) CAPITAL LLC, as Agent

By:


Name: JOHN LANIER

Title: Director

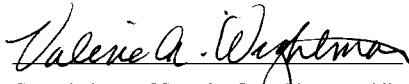
STATE OF Georgia)

) ss.:

COUNTY OF Cobb)

On this the 25 day of May, 2004, before me, personally appeared John Lanier who, being by me duly sworn, did depose and say that he/she is the Director of ING (U.S.) Capital LLC, the entity described in and which executed the above instrument, and that he/she as such Director, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as Director and attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.



Commissioner of Superior Court/Notary Public

My Commission Expires:

"OFFICIAL SEAL"
VALERIE A. WIGHTMAN
Notary Public, State of Georgia
My Commission Expires November 18, 2006

SCHEDULE A TO RELEASE OF SECURITY INTEREST

<i>Mark</i>	<i>Federal Application/Registration Number (U.S.)</i>
Miscellaneous Design	2,097,439
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Audio Book Club & Design	2,110,587
Miscellaneous Design	1,938,108
Audio Book Club & Design	1,965,035
Where Books Come to Life! And Design	2,117,493
Audio Book Club - Where Books Come to Life! And Design	2,158,535
Audio Book Club – World’s Largest Selection and Design	2,355,761
Audio Book Club – World’s Largest Selection of Audio Books and Design	2,300,567
Miscellaneous Design	2,238,439
Where Books Come to Life!	2,244,389
Audio Book Club – Where Books Come to Life and Design	2,252,868
BooksAloud	2,373,533
BooksAloud.com	2,282,911
Audio Book Club	74/567,910

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