

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                         |                |
|-------------------------|----------------|
| <b>SUBMISSION TYPE:</b> | NEW ASSIGNMENT |
|-------------------------|----------------|

|                              |                              |
|------------------------------|------------------------------|
| <b>NATURE OF CONVEYANCE:</b> | Release of Security Interest |
|------------------------------|------------------------------|

|                             |                 |                       |                                     |
|-----------------------------|-----------------|-----------------------|-------------------------------------|
| <b>CONVEYING PARTY DATA</b> |                 |                       |                                     |
| <b>Name</b>                 | <b>Formerly</b> | <b>Execution Date</b> | <b>Entity Type</b>                  |
| ING (U.S.) Capital LLC      |                 | 05/25/2004            | Limited Liability Company: DELAWARE |

|                             |                       |
|-----------------------------|-----------------------|
| <b>RECEIVING PARTY DATA</b> |                       |
| <b>Name:</b>                | Radio Spirits, Inc.   |
| <b>Street Address:</b>      | 2 Ridgedale Avenue    |
| <b>Internal Address:</b>    | Suite 300             |
| <b>City:</b>                | Cedar Knolls          |
| <b>State/Country:</b>       | NEW JERSEY            |
| <b>Postal Code:</b>         | 07929                 |
| <b>Entity Type:</b>         | CORPORATION: DELAWARE |

|                                  |               |                   |
|----------------------------------|---------------|-------------------|
| <b>PROPERTY NUMBERS Total: 2</b> |               |                   |
| <b>Property Type</b>             | <b>Number</b> | <b>Word Mark</b>  |
| Registration Number:             | 1288737       | NAUGHTY NOSTALGIA |
| Registration Number:             | 1288738       | CLASS-X VIDEO     |

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

|                                |              |
|--------------------------------|--------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 036845-02190 |
|--------------------------------|--------------|

|                           |                           |
|---------------------------|---------------------------|
| <b>NAME OF SUBMITTER:</b> | Barb Villandry, Paralegal |
|---------------------------|---------------------------|

Total Attachments: 3  
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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 0514, which was an assignment in full of the security interest recorded in favor of Fleet National Bank on Reel 001928, Frame 0752;

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

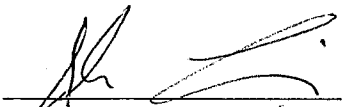
WHEREAS, at the request of the Debtor, Agent is executing this Release of Security Interest to enable Debtor to record evidence of such release and termination at the United States Patent and Trademark Office.

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]*

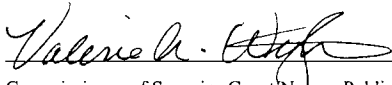
IN WITNESS WHEREOF, Agent has caused this Release of Security Interest to be executed by its duly authorized representative.

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  
Commission Expires November 18, 2006

SCHEDULE A TO RELEASE OF SECURITY INTEREST

| Mark              | Federal Registration (U.S.) | Registration Date |
|-------------------|-----------------------------|-------------------|
| VIDEO YESTERYEAR  | 1,150,258                   | April 7, 1981     |
| VIDEO IMAGES      | 1,159,799                   | July 7, 1981      |
| NAUGHTY NOSTALGIA | 1,288,737                   | August 7, 1984    |
| CLASS-X VIDEO     | 1,288,738                   | August 7, 1984    |

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**RECORDED: 07/15/2004**

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