07-22-1998 F -m PTQ 15.34 U.S. DEPARTMENT OF COMMERCE ET RE (Rev. 6-93) Patent and Trademark Office OMB No. 0651-0011 (exp. 4/94) 338 100769981 To the Honorable Commissioner of a ched original documents or copy thereof. 1. Name of conveying party(ies): Name and address of receiving party(ies): Name: Emerson Radio Corp. 7-15-98 H.H. SCOTT, INC. Street Address: 9 Entin Road P.O. Box 430 City: Parsippany State: New Jersey Zip: 07054-0430 Association Individual(s) []General Partnership [] Limited Partnership Individual(s) citizenship [X] Corporation-New Jersey Association Other Π General Partnership Additional name(s) of conveying party(ies) attached? [] Yes [x] No Limited Partnership [x] Corporation-Delaware Π Other 3. Nature of conveyance: If assignee is not domiciled in the United States, a domestic [x] Nunc Pro Tunc Assignment Merger representative designation is attached: Security Agreement Change of Name n (Designations must be a separate document from Assignment) Other Additional name(s) & address(es) attached? [] Yes Execution Date: December 18, 1997 4. Application number(s) or registration number(s): B. Trademark registration No.(s) A. Trademark Application No.(s) 1,670,125 - HH SCOTT & Design Additional numbers attached? [] Yes [x] No 5. Name and address of party to whom correspondence 6. Total number of applications and registrations involved: concerning document should be mailed: Name: Darby & Darby P.C. Street Address: 805 Third Avenue, 27th Floor 7. Total fee (37 CFR 3.41):.....\$40.00 City: New York State: New York Zip: 10022-7513 (x) Enclosed Authorized to be charged to deposit account I hereby certify that on the da. . indicated above I deposited this paper or fee with the U.S.Postal Service 8. Deposit account number: & that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington, DC 20231 by 04-0100 "Express Mail Post Office to Addressee" (Attach duplicate copy of this page if paying by deposit account) Name (Print) Signature DO NOT USE THIS SPACE 07/21/1998 JSHABAZZ 00000042 1670125 019FC**Sta**tement and signature. 40.00 0P 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. Lucille P. Nichols Name of Person Signing July 15, 1998 Total number of pages including cover sheet, attachments, and document:

2962/37677

TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, H.H. Scott, Inc., a corporation duly organized and existing under the laws of the State of New Jersey, with a business address at 9 Entin Road, P.O. Box 430 Parsippany, New Jersey 07054-0430, herein below called "Assignor", owns and has used in its

business the following trademark and trademark registration:

TRADEMARK REGISTRATION

REGISTRATION NUMBER

H.H. SCOTT & Design

1,670,125

and:

WHEREAS, Emerson Radio Corp., a corporation organized and existing under and by virtue of the laws of Delaware, and having a place of business at 9 Entin Road, P.O. Box 430 Parsippany, New Jersey 07054-0430, herein below called "Assignee", was desirous of acquiring the entire right, title and interest in and to the said trademark, trademark registration and in to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith:

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, H.H. Scott, Inc. did on December 18, 1997, assign said trademark, the trademark registration therefor, and the goodwill of the business associated therewith to said assignce, does hereby reaffirm and recatify the assignment of said mark as of December 18. 1997, and does hereby assign said trademark, the trademark registration therefor and the goodwill of the business associated therewith must pro tune as of December 18, 1997.

H.H. SCOTT. INC.

Name: Elizabeth J. Calianese

Title: Secretary

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THE RESERVE OF THE PARTY OF