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To the Honorable Commissioner of Patents and

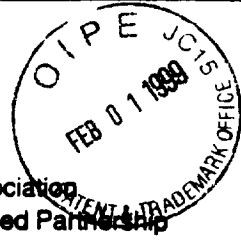
100959900

original documents or copy thereof.

1. Name of conveying party(ies):

J.W. Stannard Company

MED
2-1-99



- Individual(s)
- General Partnership
- Corporation-State Florida
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: JWS Acquisition Corp.

Internal Address: P. O. Box 85515

Street Address: 3636 Gateway Center Avenue

City: San Diego State: CA ZIP: 92102

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: January 13, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Attached Exhibit "A"

B. Trademark Registration No.(s)

See Attached Exhibit "B"

Additional numbers attached? Yes No

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

Name: Mary E. Cohen
Senior Legal Assistant
Internal Address: Irell & Manella LLP

Street Address: 1800 Avenue of the Stars

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: _____

64

7. Total fee (37 CFR 3.41).....\$ 1,615.00

Enclosed

1615 E

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

02/05/1999 00000040 75418789

01 FC:481 40.00 DP
02 FC:482 1575.00 DP

DO NOT USE THIS SPACE

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.

Mary E. Cohen
Name of Person Signing

Mary E. Cohen
Signature

1/20/99
Date

Total number of pages including cover sheet, attachments, and document: 7

Exhibit "A"

Applications

| <u>Trademark</u> | <u>Application No.</u> | <u>Filing Date</u> |
|------------------|------------------------|--------------------|
| WINDWARD | 75/418,789 | January 12, 1998 |
| WINDFALL | 75/416,886 | January 12, 1998 |
| IMPRESSIONS | 75/416,732 | January 12, 1998 |
| SEABREEZE | 75/416,709 | January 12, 1998 |
| ARX | 75/408,334 | December 19, 1997 |
| RAVEN | 75/328,680 | July 22, 1997 |
| FEATHER | 75/328,679 | July 22, 1997 |
| SPECTRUM | 75/328,675 | July 22, 1997 |
| DAWN | 75/317,122 | June 30, 1997 |
| SUNRISE | 75/317,121 | June 30, 1997 |
| MIRAGE | 75/317,120 | June 30, 1997 |
| PRISM | 75/317,119 | June 30, 1997 |
| SUNSET | 75/317,118 | June 30, 1997 |
| RAINBOW | 75/317,107 | June 30, 1997 |
| OVERTURE | 75/257,327 | March 14, 1997 |
| SPIDER | 75/250,986 | March 3, 1997 |
| INFINITY | 75/055,882 | February 9, 1996 |
| MILLENIUM | 75/055,881 | February 9, 1996 |

Exhibit "B"

Registrations

| <u>Trademark:</u> | <u>Registration No.:</u> | <u>Issue Date:</u> |
|-------------------|--------------------------|--------------------|
| CONCERTO | 2,195,411 | October 13, 1998 |
| GENIE | 2,163,924 | June 9, 1998 |
| APPLETUNE | 2,149,265 | April 7, 1998 |
| NOCTURNE | 2,114,182 | November 18, 1997 |
| SERENADE | 2,114,181 | November 18, 1997 |
| XS8 | 2,164,570 | June 9, 1998 |
| PRELUDE | 2,171,642 | July 7, 1998 |
| OPUS | 2,082,441 | July 22, 1997 |
| LOVE NOTES | 2,089,901 | August 19, 1997 |
| SUNBIRD | 2,126,098 | December 30, 1997 |
| FANTASIA | 2,109,679 | October 28, 1997 |
| ADAGIO | 2,157,244 | May 12, 1998 |
| LOVE SONGS | 2,093,592 | September 2, 1997 |
| STARRY NIGHT | 2,072,777 | June 17, 1997 |
| ANGEL | 2,186,245 | September 1, 1998 |
| LYDIAN | 1,998,302 | September 3, 1996 |
| CHORD OF NATURE | 2,002,867 | September 24, 1996 |
| PAPILLON | 2,023,169 | December 17, 1996 |
| AURA | 1,948,862 | January 16, 1996 |
| MOONLIGHT | 1,945,764 | January 2, 1996 |
| MANTRA | 1,948,857 | January 16, 1996 |
| OASIS | 1,977,935 | June 4, 1996 |

| | | |
|--------------------|-----------|--------------------|
| DORIAN | 1,940,118 | December 5, 1995 |
| NILE | 1,940,117 | December 5, 1995 |
| CHIMESCAPES | 1,939,903 | December 5, 1995 |
| TIKI | 1,922,117 | September 26, 1995 |
| PIXIE | 1,922,116 | September 26, 1995 |
| DOVE | 1,922,115 | September 26, 1995 |
| ALLEGRO | 1,922,109 | September 26, 1995 |
| PRESTO | 1,959,869 | March 5, 1996 |
| LARK | 1,922,114 | September 26, 1995 |
| FINCH | 1,922,113 | September 26, 1995 |
| LOTUS | 1,922,112 | September 26, 1995 |
| CELESTA | 1,922,111 | September 26, 1995 |
| MINSTREL | 1,922,110 | September 26, 1995 |
| CARNIVALE | 1,922,108 | September 26, 1995 |
| CALYPSO | 1,927,926 | October 17, 1995 |
| MINUET | 1,911,446 | August 15, 1995 |
| SYMPHONY | 1,873,893 | January 17, 1995 |
| SONATA | 1,876,684 | January 31, 1995 |
| RHAPSODY | 1,895,143 | May 23, 1995 |
| CHIMECICLE | 2,074,119 | June 24, 1997 |
| CHIMESCAPES | 1,753,955 | February 23, 1993 |
| JW STANNARD | 1,748,392 | January 26, 1993 |
| ENERGY CHIMES | 1,723,642 | October 13, 1992 |
| TRANQUILITY CHIMES | 1,738,265 | December 8, 1992 |

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is entered into by J.W. Stannard Company, a Florida corporation having its address at 611 Commerce Drive, Largo, Florida 33770 ("Assignor"), as assignor, in favor of JWS Acquisition Corp., a Delaware corporation having its address at P.O. Box 85515, 3636 Gateway Center Avenue, San Diego, California 92102 ("Assignee"), as assignee, with reference to the following facts and circumstances:

Assignor is the proprietor of the following Trademark registrations and applications in the United States (the "Trademarks"):

| | Registrations | |
|-------------------|--------------------------|--------------------|
| <u>Trademark:</u> | <u>Registration No.:</u> | <u>Issue Date:</u> |
| CONCERTO | 2,195,411 | October 13, 1998 |
| GENIE | 2,163,924 | June 9, 1998 |
| APPLETUNE | 2,149,265 | April 7, 1998 |
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| MINUET | 1,911,446 | August 15, 1995 |
| SYMPHONY | 1,873,893 | January 17, 1995 |

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| RHAPSODY | 1,895,143 | May 23, 1995 |
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| JW STANNARD | 1,748,392 | January 26, 1993 |
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| TRANQUILITY CHIMES | 1,738,265 | December 8, 1992 |

Applications

| <u>Trademark</u> | <u>Application No.</u> | <u>Filing Date</u> |
|------------------|------------------------|--------------------|
| WINDWARD | 75/418,789 | January 12, 1998 |
| WINDFALL | 75/416,886 | January 12, 1998 |
| IMPRESSIONS | 75/416,732 | January 12, 1998 |
| SEABREEZE | 75/416,709 | January 12, 1998 |
| ARX | 75/408,334 | December 19, 1997 |
| RAVEN | 75/328,680 | July 22, 1997 |
| FEATHER | 75/328,679 | July 22, 1997 |
| SPECTRUM | 75/328,675 | July 22, 1997 |
| DAWN | 75/317,122 | June 30, 1997 |
| SUNRISE | 75/317,121 | June 30, 1997 |
| MIRAGE | 75/317,120 | June 30, 1997 |
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| SUNSET | 75/317,118 | June 30, 1997 |
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| OVERTURE | 75/257,327 | March 14, 1997 |
| SPIDER | 75/250,986 | March 3, 1997 |
| INFINITY | 75/055,882 | February 9, 1996 |
| MILLENIUM | 75/055,881 | February 9, 1996 |

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks and related rights.

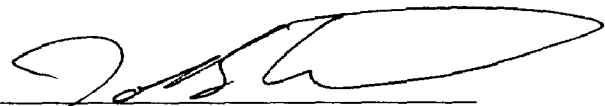
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign and transfer unto Assignee all right, title and interest of Assignor in and to the Trademarks, including without limitation the Trademark registrations identified above, together with the goodwill of the business symbolized by the marks, as well as its entire right, title and interest in and to all State registrations of the marks heretofore granted or applied for, any and all common law rights to the Trademarks in the United States and any state thereof, and any and all claims and demands it may have either at law or in equity arising out of any past infringements.

Assignor does hereby expressly agree that procedures be taken with the United States Patent and Trademark Office singly by Assignee to record the transfer of the Trademarks to Assignee.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer thereunto duly authorized.

Dated this 13 day of January, 1999.

J.W. STANNARD COMPANY

By: 
Name: _____
Title: