

03-19-1999

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV02

RECORDATION FORM
TRADEMARK



DEPARTMENT OF COMMERCE
Patent and Trademark Office

100988941

Tab settings

3/12/99

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Precision Power, Inc.

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Phaze Audio L.L.C.

Internal Address: _____

Street Address: 4829 South 38th Street

City: Phoenix State: AZ ZIP: 85040

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Indiana Limited Liability Company

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 20, 1998

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
75/137,455 75/141,839 75/141,453
74/590,383

Additional numbers

B. Trademark Registration No.(s)
1,578,706

Yes No

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

Name: Jeffrey O. Davidson

Internal Address: BAKER & DANIELS

Street Address: 111 East Wayne Street, Suite 800

City: Fort Wayne State: IN ZIP: 46802

6. Total number of applications and registrations involved:..... **5**

7. Total fee (37 CFR 3.41):.....\$ 140.00

Enclosed Check # 40719

Authorized to be charged to deposit account

8. Deposit account number:

Any Additional Fees Charge - 02-0385

03/19/1999 DNGUYEN 00000048 1578706
D1 FC:481 40.00 DP
D2 FC:482 100.00 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.

Jeffrey O. Davidson [Signature] March 9, 1999
Name of Person Signing Signature Date

ASSIGNMENT

WHEREAS, Precision Power, Inc., an Arizona corporation, having an address of 4829 South 38th Street, Phoenix, Arizona 85040 ("ASSIGNOR"), has adopted, used, is using and is the equitable owner and record owner of the trademarks listed in Exhibit A attached hereto and incorporated by reference (the "TRADEMARKS") and the applications and registrations therefor listed in Exhibit A attached hereto and incorporated by reference (the "APPLICATIONS and REGISTRATIONS");

AND WHEREAS, PHAZE AUDIO L.L.C., an Indiana limited liability company located at 4829 South 38th Street, Phoenix, Arizona 85040 ("ASSIGNEE"), is desirous of acquiring the TRADEMARKS, the APPLICATIONS and REGISTRATIONS, and the goodwill of the business symbolized by the TRADEMARKS (the "GOODWILL");

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns unto ASSIGNEE all right, title and interest in and to the aforesaid TRADEMARKS, APPLICATIONS and REGISTRATIONS, and GOODWILL, and any other trademarks, tradenames, service marks and service names associated with the business of ASSIGNOR (along with all registrations, applications and goodwill appurtenant thereto), including but not limited to all of ASSIGNOR's rights worldwide to use said TRADEMARKS and its rights to file registrations therefor throughout the world. ASSIGNOR agrees to perform all acts necessary and to execute all documents necessary for ASSIGNEE to perfect its ownership in and to the TRADEMARKS, APPLICATIONS, and REGISTRATIONS and further agrees to do so at no additional cost to ASSIGNEE.

PRECISION POWER, INC.

Dated: 1/20/98

By: Ted Guenther
Ted Guenther, President

State of Arizona)
) ss.
County of Maricopa)

On this 20 day of January, 1998, before me appeared Ted Guenther, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Precision Power, Inc.

My Commission Expires:

10/14/2001

By: Darcy Carey
NOTARY PUBLIC

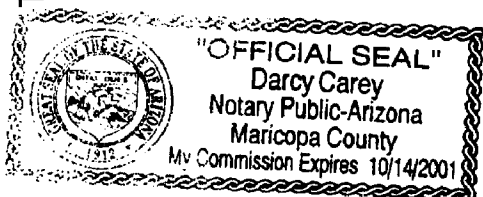


EXHIBIT "A"

I. TRADEMARKS - PENDING APPLICATIONS

<u>Country</u>	<u>Name</u>	<u>Serial/Reg. No.</u>
Japan	PRECISION POWER	6-109577
Japan	LOGO	6-109578
Korea	PRECISION POWER	94-43499
Malaysia	PRECISION POWER	94-10906
Malaysia	LOGO	94/10907
Singapore	PRECISION POWER	9411/94
Singapore	LOGO	9412/94
United States	PRECISION POWER	74/590,383

II. TRADEMARKS - PENDING APPLICATIONS
(ALLOWED U.S. INTENT TO USE)

<u>Country</u>	<u>Name</u>	<u>Serial/Reg. No.</u>
United States	POWERCLASS	75/137,455
United States	DESIGN Mark	75/141,839
United States	DESIGN Mark	75/141,453

III. TRADEMARK REGISTRATIONS

<u>Country/State</u>	<u>Name</u>	<u>Serial/Reg. No.</u>
Canada	PRECISION POWER	TMA 403,330
Canada	LOGO	TMA 404,958
Canada	PRECISION POWER	TMA 465,066
Germany	LOGO	2,907,644
Germany	PRECISION POWER	2,907,645
Korea	LOGO	94-43500
Korea	PPI & Design	96-11373
Korea	PRECISION POWER & Design	96-11374
U.S.	LOGO	1,578,706
Arizona	PRECISION POWER & DESIGN	26,782
Arizona	PRECISION POWER & DESIGN	26,783
Arizona	PRECISION POWER & DESIGN	26,784
Arizona	PRECISION POWER & DESIGN	26,785
Arizona	PRECISION POWER & DESIGN	26,786
Arizona	PRECISION POWER & DESIGN	26,787
Arizona	PRECISION POWER & DESIGN	26,788
Arizona	PRECISION POWER & DESIGN	26,789
Arizona	PRECISION POWER, INC.	135,832