

03-31-1999

1/ER SHEET

U.S. Department of Commerce
Patent and Trademark Office

11/9/98



ONLY

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100996896

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

11.16.98

1. Name of conveying Party(ies):

Precision Power, Inc.
4829 S. 38th St.
Phoenix, AZ 85040

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving Party(ies)

Name: Phaze Audio, LLC

Internal Address: _____

Street Address: 4829 S. 38th St.

City: Phoenix State: AZ ZIP: 85040

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

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

A. Trademark Application No.(s)

75/137,455

B. Trademark Registration No's

2,154,226

Additional numbers attached? Yes No

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

Name: Donald J. Lenkszus

Internal Address: Bryan Cave, LLP

6. Total Number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account number:

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

11/13/1998 DNGUYEN 00000197 2154226

01 FC:481

(40.00 DP)

Street Address:

2 N. Central Ave., Suite 2200

City: Phoenix State: AZ ZIP: 85004

DO NOT USE THIS SPACE

9. State 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.

Donald J. Lenkszus

Name of Person Signing

Signature

3-19-99

Date

Total number of pages comprising this cover sheet: 1

**ASSIGNMENT
(PENDING U.S. TRADEMARK APPLICATIONS)**

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 U.S. trademark applications therefor listed in Exhibit A attached hereto and incorporated by reference (the "APPLICATIONS");

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 the goodwill of the business symbolized by the TRADEMARKS (the "GOODWILL"), along with the entire business or portion thereof to which the TRADEMARKS and APPLICATIONS pertain (as required by 15 U.S.C. § 1060);

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 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 and APPLICATIONS 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"**TRADEMARKS - PENDING APPLICATIONS
(ALLOWED U.S. INTENT TO USE)**

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

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