

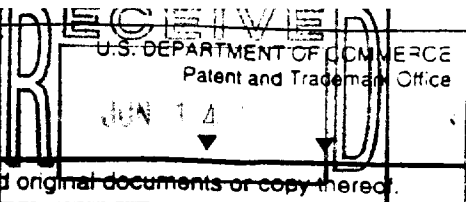
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06-17-1999



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SHEET
ONLY



are attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):
Elmer R. Salovich

- Individual(s)
- General Partnership
- Corporation-State
- 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: October 19, 1998

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

Name: Mediaphile AV Technologies, Inc.

Internal Address: _____

Street Address: 13825 Industrial Park Blvd.

City: Plymouth State: MN ZIP: 55441

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

B. Trademark registration No.(s)

1,569,335

1,978,242

Additional numbers attached? Yes No

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

Name: Frank S. Farrell, Jr.

Internal Address: Schwegman, Lundberg, Woessner & Kluth, P.A.

Suite 1600

Street Address: 121 So. 8th Street

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 80.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

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DO NOT USE THIS SPACE

01	FC:481	40.00	OP
02	FC:482	25.00	OP
03	FC:998	15.00	OP

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.

Frank S. Farrell, Jr.

Name of Person Signing

Frank S. Farrell, Jr.
Signature

6/10/99
Date

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

WHEREAS, Elmer Salovich (hereinafter "Assignor"), an individual residing at 12 Overholt Pass, Edina, Minnesota 55439, is the record owner of United States Trademark Registration No. 1,978,242, registered on June 4, 1996, for the mark AUDIOPHILE;

WHEREAS, Mediaphile AV Technologies, Inc. (hereinafter "Assignee"), a Minnesota corporation having a principal place of business at 13825 Industrial Park Blvd., Plymouth, Minnesota, 55441, is desirous of acquiring all right, title and interest in and to said registered United States trademark and United States trademark registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Elmer Salovich has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto the said Mediaphile AV Technologies, Inc. its successors or assigns, the entire right, title and interest in the United States in and to said trademark and said trademark registration, together with the goodwill and other incidents of the business associated with or symbolized by said trademark and by said trademark registration.

EXECUTED at Edina, Minnesota on this 19th day of October, 1998.

By: 
Elmer Salovich

TRADEMARK ASSIGNMENT

WHEREAS, Elmer R. Salovich (hereinafter "Assignor"), a U.S. citizen, whose address is 12 Overholt Pass, Edina, Minnesota 55439, is the record owner of United States Trademark Registration No. 1,569,335, registered on Dec. 5, 1989, for the mark AUDIOPHILE & Design;

WHEREAS, Mediaphile AV Technologies, Inc. (hereinafter "Assignee"), a Minnesota corporation, whose address is 13825 Industrial Park Blvd., Plymouth, Minnesota 55441, is desirous of acquiring all right, title and interest in and to said registered United States trademark and United States trademark registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Elmer R. Salovich has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto the said Mediaphile AV Technologies, Inc., its successors or assigns, the entire right, title and interest in the United States in and to said trademark and said trademark registration, together with the goodwill and other incidents of the business associated with or symbolized by said trademark and by said trademark registration.

EXECUTED at Edina Minnesota this 19th day of ~~September~~ ^{October},

1998.

By: 
Elmer R. Salovich

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Mediaphile AV Technologies, Inc.

Title: AUDIOPHILE

Serial No.: 1, 978,242

AUDIOPHILE & Design

1,569,335

Docket Nos.: 539.006US1

539.007US1

Filed: Herewith

Due Date: N/A

Attn: Box Assignment

Hon. Commissioner for Patents and Trademarks

Washington, D.C. 20231

We are transmitting herewith the attached:

An Assignment of the trademark to Mediaphile AV Technologies, Inc.(3 pgs.) and Recordation Form Cover Sheet (1 pg.).

A check in the amount of \$80.00 to cover the Assignment Recording Fees.

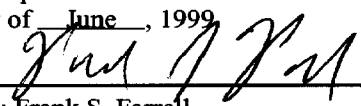
A return postcard.

Other: ____.

Please charge any additional required fees or credit overpayment to Deposit Account No. 19-0743.

CERTIFICATE UNDER 37 CFR 1.8: The undersigned hereby certifies that this Transmittal Letter and the paper, as described above, are being deposited in the United States Postal Service, as first class mail, in an envelope addressed to: Attn: Box Assignment, Hon. Commissioner for Patents and Trademarks, Washington, D.C. 20231, on this 26th day of June, 1999.

SCHWEGMAN, LUNDBERG, WOESSNER & KLUTH, P.A.
P.O. Box 2938, Minneapolis, MN 55402 (612-373-6900)

By: 
Name: Frank S. Farrell
Reg. No.
FSF:CMG:gbu

REPRESENTATION LETTER

ORIGINAL

Mediaphile AV Technologies, Inc.
13825 Industrial Park Blvd.
Plymouth, Minnesota 55441

Larkin, Hoffman, Daly & Lindgren, Ltd.
1500 Norwest Financial Center
7900 Xerxes Avenue South
Bloomington, Minnesota 55431

Gentlemen:

The undersigned desires to transfer all of his rights to receive Mediaphile AV Technologies, Inc. Common Stock sold to him in connection with a Bill of Sale, Assignments of Trademark and Subscription Agreement to the Elmer R. Salovich Revocable Trust U/A dated 12/16/96, of which the undersigned is also Trustee. In connection with the proposed transaction, the undersigned hereby certifies, represents and warrants that:

1. The transfer as described above is a gift, does not involve a "sale" of securities, and no consideration has been or will be received or paid in connection with such transfer; and
2. The undersigned understands and acknowledges that Mediaphile AV Technologies, Inc. and its legal counsel, Hoffman, Daly & Lindgren, Ltd., will rely on the representations and warranties made herein in rendering an opinion as to the transfer of the right to acquire the securities described herein.

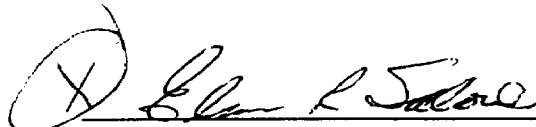
Dated: August 13, 1998



Elmer R. Salovich

The undersigned understands, acknowledges and agrees, as Trustee of the Elmer R. Salovich Revocable Trust U/A 12/16/96, the trust to which such rights shall be gifted, to be bound by all terms and conditions of the Subscription Agreement dated August 13, 1998 sign by Elmer R. Salovich, individual.

Dated: August 13, 1998



Dr. Elmer R. Salovich, Trustee of the
Elmer R. Salvoich Revocable trust U/A
dated 12/16/96

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