

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RECOTON CORPORATION		12/20/2002	CORPORATION: NEW YORK
RECOTON HOME AUDIO, INC.		12/20/2002	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	ROCKFORD CORPORATION
Street Address:	600 SOUTH ROCKFORD DRIVE
City:	TEMPE
State/Country:	ARIZONA
Postal Code:	85281
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2668783	NOW HEAR THIS
Registration Number:	1477513	NHT
Registration Number:	2685953	NHT
Registration Number:	2359107	NOW HEAR THIS

CORRESPONDENCE DATA	
Fax Number:	(602)734-3750
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	602.262.5311
Email:	TRADEMARKS@LRLAW.COM
Correspondent Name:	CHRISTY L.E. HUBBARD
Address Line 1:	40 NORTH CENTRAL AVENUE
Address Line 2:	LEWIS AND ROCA LLP, SUITE 1900
Address Line 4:	PHOENIX, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	26210.00151
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NAME OF SUBMITTER:	CHRISTY L.E. HUBBARD
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CH \$115.00 2668783

Total Attachments: 8  
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**RECOTON CORPORATION  
AND  
ROCKFORD CORPORATION**


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**SALE OF THE ASSETS OF THE  
NHT DIVISION  
OF  
RECOTON HOME AUDIO, INC.  
TO  
ROCKFORD CORPORATION**

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**December 23, 2002**

Tab   Description

1.   Asset Purchase Agreement dated as of December 20, 2002
  2.   Bill of Sale dated December 23, 2002
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**ASSET PURCHASE AGREEMENT**

Between

Recoton Home Audio, Inc., as Seller

and

Recoton Corporation, Parent

and

Rockford Corporation, as Purchaser

Dated as of December 20, 2002

**SSL-DOCS2 70090564V6**

**TRADEMARK  
REEL: 002749 FRAME: 0815**

## ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement, dated as of December 20, 2002, is between Recoton Home Audio, Inc., a California corporation ("Recoton"), a wholly owned subsidiary of Recoton Corporation, a New York corporation ("Parent"), and Rockford Corporation, an Arizona corporation ("Rockford"). In consideration of the mutual covenants and agreements in this Agreement, Recoton, Parent, and Rockford agree as follows:

1. **Background and Definitions.**

- 1.1 **Recoton Business.** Recoton develops, manufactures, markets and distributes consumer electronics audio products and other electronic devices and systems, both directly and through a variety of subsidiaries and divisions, including a division known as Now Hear This (the "NHT Business"). Recoton is a wholly-owned subsidiary of Parent.
- 1.2 **Rockford Business.** Rockford develops, manufactures, markets and distributes high quality mobile, professional and home theatre audio systems and equipment.
- 1.3 **Asset Sale.** Recoton desires to sell, and Rockford desires to purchase, certain of the assets relating to the NHT Business, including [REDACTED] (c) the trade names and/or trademarks "Now Hear This", "NHT", and "NHT Pro" and any federal, state, or foreign registrations relating to these names (the "Names"), [REDACTED] (e) all of the goodwill associated in any way with the NHT Business, the Names and the Web Site (the "Goodwill"), [REDACTED] (the "Listed Assets" and, together with the [REDACTED] Names, [REDACTED] and Goodwill, the "Assets").
- 1.4 **Purpose.** The purpose of this Agreement is to state the terms of Recoton's agreement to sell, and Rockford's agreement to purchase, the Assets.
- 1.5 **Definitions.** In this Agreement:

Rockford Proprietary and Confidential

SSL-DOCS2 70090564V6

Doc. #324979 v.1

*NHT Business* means the business owned and operated by Recoton as described in *Section 1.1*;

*Order* means any order, decree, decision, injunction, finding, or judgment;

*Parent* means Recoton Corporation, a New York corporation;

*Permits* means all approvals, permits, licenses, filings, registrations, certificates, orders, authorizations, qualifications, or other consents from any Government, self-regulatory authority, or any other third party;

*Proceeding* means any claim, action, suit, mediation, arbitration, labor grievance, Government investigation, or other legal or administrative proceeding; and

*Purchase Price* means the purchase price for the Assets in the amount of [REDACTED], payable as set forth in *Section 4* of this Agreement, and

*Recoton* means Recoton Home Audio, Inc., a California corporation; and

*Rockford* means Rockford Corporation, an Arizona corporation.

2. **Purchase and Sale of Assets; Assumption of Certain Liabilities.**

2.1 Purchase of Assets. At the Closing, Recoton will sell to Rockford, and Rockford will purchase from Recoton, the Assets free and clear of any Encumbrance.

2.3

[REDACTED]

5.12 **Intellectual Property.** *Schedule 5.12* lists all material patents, trademarks, trade names, service marks, other trade rights, copyrights, licenses, and similar intangibles (the "Intellectual Property") related to the NHT Business and the Assets. Recoton is not obligated to pay any royalty with respect to Intellectual Property related to the NHT Business and the Assets except as disclosed on *Schedule 5.12*. Except as disclosed on *Schedule 5.12*, Recoton does not know, or have reason to know, of (a) any pending or threatened Proceedings alleging that the NHT Business or the Assets has infringed on any third party's Intellectual Property or (b) any basis for such Proceedings.



17 Effective Date. This Agreement is executed and effective as of December 20, 2002.

**ROCKFORD CORPORATION, an Arizona corporation**

By: \_\_\_\_\_  
Gary Suttle, President

Address: 546 South Rockford Drive  
Tempe, Arizona 85281  
Telephone (480) 967-3565  
Facsimile (480) 967-8132

**RECOTON HOME AUDIO, INC. a California corporation:**

By: \_\_\_\_\_  
Peter Ildau  
Its: Vice President

Address: 2950 Lake Emma Road  
Lake Mary, FL 32746  
Telephone (407) 444-0559  
Facsimile (407) 444-0559

**RECOTON CORPORATION, a New York corporation:**

By: \_\_\_\_\_  
Peter Ildau  
Its: Vice President-Corporate Communications

Address: 2950 Lake Emma Road  
Lake Mary, FL 32746  
Telephone (407) 444-0559  
Facsimile (407) 444-0559





17. Effective Date: This Agreement is executed and effective as of December 20, 2002.

ROCKFORD CORPORATION, an Arizona corporation

By: Gary Suttle  
Gary Suttle, President

Address: 546 South Rockford Drive  
Tempe, Arizona 85281  
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RECOTON CORPORATION, a New York corporation:

By: \_\_\_\_\_  
Peter Ildau  
Its: Vice President-Corporate Communications

Address: 2950 Lake Emma Road  
Lake Mary, FL 32746  
Telephone (407) 444-0559  
Facsimile (407) 444-0559

SCHEDULE A

NHT TRADEMARKS

Country	Trademark	Status	Registration/ Application No.	Owner of Record
Argentina	NHT	Registered	1.803.840	Recoton Home Audio Corporation
Australia	NHT NOW HEAR THIS	Registered	740339	Recoton Home Audio Corporation
Brazil	NHT	Applied	sn#821829297	Recoton Home Audio Corp.
Brazil	NHT	Applied	sn#821829300	Recoton Home Audio Corporation
Canada	NHT	Applied	sn#1,108,734	Recoton Corporation
Canada	NOW HEAR THIS	Applied	sn#1,108,735	Recoton Corporation
Chile	NHT NOW HEAR THIS	Registered	569.247	Recoton Home Audio, Inc.
China	NHT	Registered	1255021	Recoton Home Audio Corporation
China	NOW HEAR THIS	Applied	sn#3156536	Recoton Audio Corporation
CTM	NHT	Registered	578435	Recoton Home Audio Corporation
CTM	NOW HEAR THIS	Registered	578 401	Recoton Home Audio Corporation
Hong Kong	NHT NOW HEAR THIS	Registered	B07874 of 1999	Recoton Home Audio, Inc.
Korea	NHT NOW HEAR THIS	Registered	439764	Recoton Home Audio Corporation
Norway	NHT NOW HEAR THIS	Registered	191364	Recoton Home Audio Corp.
Panama	NHT	Registered	10359001	Recoton Home Audio Inc.
Singapore	NHT Now Hear This	Applied	sn#T00/16844E	Recoton Home Audio Incorporated
South Africa	NHT	Applied	sn#2001/07023	Recoton Home Audio, Inc.
Taiwan	NHT NOW HEAR THIS	Registered	825764	Recoton Home Audio Corporation
Thailand	NHT (Stylized)	Registered	KOR114706	Recoton Home Audio Corporation
Uruguay	NHT	Registered	314.466	Recoton Home Audio Corporation
USA	NHT	Registered	1477513	Recoton Home Audio Corporation
USA	NHT	Applied	sn#76/364635	Recoton Corporation
USA	NHT PRO	TM		Recoton Corporation
USA	NOW HEAR THIS	Registered	2359107	Recoton Home Audio Corporation
USA	NOW HEAR THIS	Applied	sn#76/364634	Recoton Corporation