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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
 Rivera Research and Development Corp.
 Paul E. Rivera

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

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

2. Name and address of receiving party(ies)
 Name: Sound Enhancements, Inc.
 Internal Address: _____
 Street Address: 185 Detroit Street
 City: Cary State: IL Zip: 60013

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 02/25/2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,032,479 ONLY

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Bryan P. Sugar, Esq.
 Internal Address: WILDMAN HARROLD ALLEN & DIXON LLP


 Street Address: 225 West Wacker Drive
Suite 2900
 City: Chicago State: IL Zip: 60606-1229

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2126

DO NOT USE THIS SPACE

9. Signature.
Bryan P. Sugar, Esq.  June 22, 2004
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 232126 2032479

INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, Rivera Research and Development Corp., a California corporation ("Assignor"), is the owner of all right, title and interest in and to the "Intellectual Property" (hereinafter defined);

WHEREAS, Paul E. Rivera ("Paul") is the owner of all right, title and interest in and to United States Patent No. 5,814,752 (the "Patent");

WHEREAS, Sound Enhancements, Inc., a Delaware corporation (the "Company"), Paul and Assignor have entered into that certain Asset Purchase Agreement dated February __, 2004 (the "Purchase Agreement");

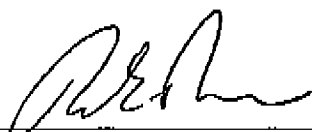
WHEREAS, the Company, Paul and Assignor have entered into that certain License Agreement dated contemporaneously herewith wherein the Company licensed certain intellectual property (the "Licensed Intellectual Property");

WHEREAS, the Company desires to acquire, other than the Licensed Intellectual Property, all owned or licensed United States, foreign, common law and registered intellectual property, trade secrets, know how, trade names, the corporate name "Rivera Research and Development Corp.", proprietary rights and information and all other intangible rights and intellectual property of every type, nature and description and all goodwill and rights associated therewith, including without limitation, as set forth on Schedule A attached hereto (collectively, "Intellectual Property"), free and clear of any and all liens, claims, charges, liabilities, pledges, leases, security interests, licenses, encumbrances, the balance due under any lease or financing arrangements, and rights and claims of any person or entity of any kind, nature or description whatsoever (collectively, "Liens"); and


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of such consideration being hereby acknowledged, Assignor and Paul hereby sell, assign and transfer to the Company, free and clear of Liens, all right, title, and interest, in and to the Intellectual Property and Patent, together with all common law rights and all good will associated therewith, including, without limitation, all rights to sue and recover for past, present and future infringements of such Intellectual Property.

Date: February 25, 2004

Rivera Research and Development Corp.



Paul E. Rivera

By: 
Its: 

SCHEDULE A**United States Trademark Applications/Registrations**

1. LOS LOBOTTOM, (WORDS ONLY), 75-666908, REGISTERED, FREQUENCY SELECTIVE ELECTRONIC CROSSOVER FILTERING APPARATUS AND ELECTRONIC MUSICAL INSTRUMENT AMPLIFIER WITH BUILT-IN FREQUENCY SELECTIVE ELECTRONIC CROSSOVER FILTERING APPARATUS TO FACILITATE BASS FREQUENCY SOUND REPRODUCTION AND BASS ACOUSTIC SPEAKERS ESPECIALLY ADAPTED FOR USE WITH THE CROSSOVER FILTERING APPARATUS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2329248, February 03, 1999 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
2. CHUBSTER 40, (WORDS ONLY), 75-651557, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2332077, February 02, 1999 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
3. SUPREMA 55, (WORDS ONLY), 75-651205, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2394986, September 30, 1998 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
4. PUBSTER, (WORDS ONLY), 75-620978, ABANDONED - NO STATEMENT OF USE, AMPLIFIERS, NAMELY SOUND AMPLIFIERS, FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), FIRST USE DATE NOT AVAILABLE (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
5. CLUBSTER, (WORDS ONLY), 75-621660, ABANDONED - NO STATEMENT OF USE, AMPLIFIERS, NAMELY SOUND AMPLIFIERS, FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), FIRST USE DATE NOT AVAILABLE (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
6. CHUBSTER, (WORDS ONLY), 75-620983, ABANDONED - NO STATEMENT OF USE, AMPLIFIERS, NAMELY SOUND AMPLIFIERS, FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), FIRST USE DATE NOT AVAILABLE (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
7. QUIANA, (WORDS ONLY), 75-590340, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2304173, July 03, 1998 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
8. RAKE, (WORDS ONLY), 75-242149, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2146182, January 24, 1996 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342
9. LOS LOBOTTOM, (WORDS ONLY), 75-226758, ABANDONED - NO STATEMENT OF USE, ELECTRONIC MUSICAL INSTRUMENT AMPLIFIER WITH BUILT-IN FREQUENCY SELECTIVE ELECTRONIC CROSSOVER FILTERING APPARATUS AND BASS ACOUSTIC SPEAKERS ESPECIALLY ADAPTED FOR USE WITH THE CROSSOVER FILTERING APPARATUS (INTERNATIONAL CLASS: 9; US

CLASS: 21, 23, 26, 36, 38), FIRST USE DATE NOT AVAILABLE (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342

10. LOS LOBOTTOM, (WORDS ONLY), 75-979740, REGISTERED, FREQUENCY SELECTIVE ELECTRONIC CROSSOVER FILTERING APPARATUS TO FACILITATE BASS FREQUENCY SOUND REPRODUCTION (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2402940, February 03, 1999 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342

11. BONEHEAD, (WORDS ONLY), 75-215907, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2170371, February 01, 1997 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342

12. JAKE, (WORDS ONLY), 75-216031, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2168524, January 28, 1997 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342

13. SEDONA, (WORDS ONLY), 75-215556, REGISTERED, AMPLIFIERS FOR MUSICAL INSTRUMENTS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2173849, February 01, 1997 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH AND DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVENUE, SYLMAR, CA 91342

14. KNUCKLE HEAD, (WORDS ONLY), 74-466758, CANCELLED - SEC. 8, LOUDSPEAKERS, SOUND AMPLIFIERS AND GUITAR AMPLIFIERS (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), 2032479, January 17, 1994 (INTERNATIONAL CLASS: 9; US CLASS: 21, 23, 26, 36, 38), RIVERA RESEARCH & DEVELOPMENT CORP. (CALIFORNIA CORPORATION), 13310 RALSTON AVE., SYLMAR, CA 91342

Foreign Trademarks

CHUBSTER

German Reg. No. 399 40 997.1 dated 11/4/99
Use in Germany by 11/4/04
Renewal due 7/30/09

PUBSTER

German Reg. No. 399 40 999.8 dated 11/4/99
Use in Germany by 11/4/04
Renewal due 7/30/09

CLUBSTER

German Reg. No. 399 41 054.6 dated 10/11/99
Use in Germany by 10/11/04
Renewal due 7/31/09

CHUBSTER 40

German Reg. No. 399 52 847.4 dated 2/4/00
Use in Germany by 2/4/05
Renewal due 8/31/09

SUPREMA 55

Germany Reg. No. 399 52 848.2 dated 2/3/00
Use in Germany by 2/3/05
Renewal due 8/31/09

U.S. Patent

RIV-1, U.S. Patent No. 5,814,752 granted 9/29/98
3.5 year maintenance fee paid
7.5 year maintenance fee due 3/29/06
11.5 year maintenance fee due 3/29/10
Patent expires 1/15/17 (20 years from filing date)