

3/22/04

Cutner & Associates, P.C.
COUNSELLORS AT LAW

03-24-2004



102703129

641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022

March 19, 2004

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RECORDATION FORM COVER SHEET - TRADEMARKS

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria VA 22313-1450

Certificate of Mailing Pursuant to 37 C.F.R., §1.8

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450, Alexandria VA 22313-1450, on the date shown below:

Judith F. Burns Printed Name
Judith F. Burns Signature
March 19, 2004 Date

Re: Recordal of Assignment
 Assignor: RECOTON CORPORATION
 Assignee: TORA ACQUISITION CORPORATION
 Trademarks: Reg. No. 1,017,697 **DISCWASHER**
 Reg. No. 1,244,274 **AMBICO**
 Reg. No. 1,251,409 **RECOTON**
 Reg. No. 1,286,700 **DISCWASHER**
 Reg. No. 1,303,380 **RECOTON**
 Reg. No. 1,337,587 **DISCWASHER**
 Reg. No. 1,462,534 **SPIKEMASTER**
 Reg. No. 2,569,965 **RECOTON**
 Reg. No. 2,739,943 **RECOTON**
 Our Ref.: 1057-805

201 MAR 22 AM 7:19
OPR/FINANCE

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Recoton Corporation, a corporation organized and existing under the laws of the State of New York.

03/23/2004 ECOOPER 00000042 1017697

01 FC:8521 40.00 OP
02 FC:8522 200.00 OP

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

Tora Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware, located and doing business at 10330 North Meridian Street, Indianapolis, Indiana 46290-1024, U.S.A.

3. Nature of conveyance:

Assignment
Effective date: July 8, 2003

4. Trademark Registration Numbers:

Reg. No. 1,017,697	DISCWASHER
Reg. No. 1,244,274	AMBICO
Reg. No. 1,251,409	RECOTON
Reg. No. 1,286,700	DISCWASHER
Reg. No. 1,303,380	RECOTON
Reg. No. 1,337,587	DISCWASHER
Reg. No. 1,462,534	SPIKEMASTER
Reg. No. 2,569,965	RECOTON
Reg. No. 2,739,943	RECOTON

5. Please address all correspondence in this matter to:

David A. Cutner
Cutner & Associates, P.C.
641 Lexington Avenue
New York, New York 10022
(212) 759-1818

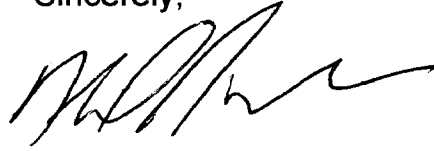
6. Total number of applications and registrations involved: 9

7. Total fee enclosed: \$240

8. Also enclosed is Certificate of first class mailing and an acknowledgment postcard.

9. 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.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael A. McDonough', written in a cursive style.

Michael A. McDonough
Attorney for Applicant

MAM:jfb

Enclosures

Total number of pages comprising cover sheet: 3

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, Recoton Corporation, a New York corporation and various of its affiliates, as set forth under the caption "Assignors" on the signature pages hereof (collectively, the "Assignors"), own the trademarks, service marks, trade names, logos, designs, trade dress and slogans listed in Exhibit A, including without limitation all applications and registrations therefor and all common law rights therein, and the goodwill and reputation of the businesses connected with and symbolized by such items (the "Marks");

WHEREAS, Tora Acquisition Corporation, a Delaware limited liability corporation ("Assignee"), desires to acquire all of the right, title and interests of Assignors in, to and under the Marks, together with the goodwill of the businesses symbolized by the Marks;

WHEREAS, Assignee is a successor to the portions of the businesses of the Assignors to which the Marks pertain; and

WHEREAS, Assignors and Assignee have entered into a certain Trademark Assignment Agreement dated July 8th, 2003, assigning, among other things, all right, title and interests in and to the Marks and in and to the registrations and/or applications for same from Assignors to Assignee;

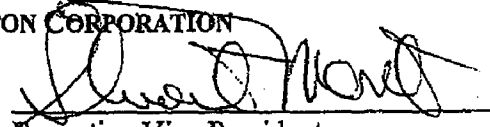
NOW, THEREFORE, in consideration of the compensation set forth in the Asset Purchase Agreement dated June 3, 2003, entered into by and between certain of the Assignors and Tora Acquisition Corporation, and other good and valuable consideration paid to Assignors, the receipt and sufficiency of which hereby is acknowledged, each of the Assignors does hereby sell, assign, transfer and convey unto Assignee its entire right, title and interest in and to the Marks, and to the applications and/or registrations for the Marks, together with the goodwill of the business symbolized by the Marks and the portion of the business of such Assignor to which the Marks pertain, including the right to sue and recover for any past infringement thereof.

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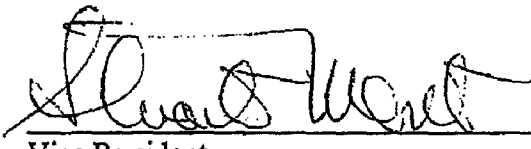
IN WITNESS WHEREOF, each Assignor has caused this Assignment to be duly executed by an authorized officer on this 8th day of July, 2003.

ASSIGNORS:

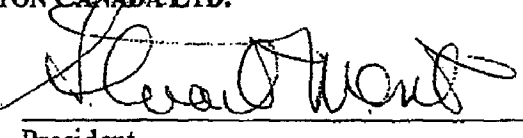
RECOTON CORPORATION

By: 
Title: Executive Vice President
Address: 2950 Lake Emma Road, Lake Mary, FL 32746

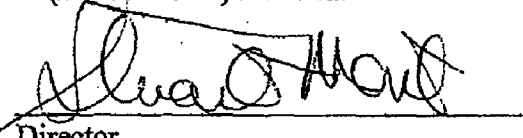
**RECOTON AUDIO CORPORATION
RECOTON ACCESSORIES, INC.
RECOTON HOME AUDIO, INC.
RECOTON MOBILE ELECTRONICS, INC.
RECOTON INTERNATIONAL HOLDINGS, INC.**

By: 
Title: Vice President
Address: 2950 Lake Emma Road, Lake Mary, FL 32746

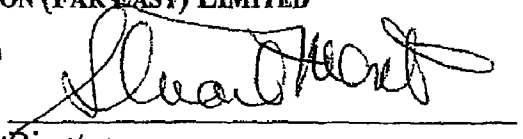
RECOTON CANADA LTD.

By: 
Title: President
Address: 680 Granite Court, Pickering, Ontario, L1W 3J5, Canada

RECOTON (HONG KONG) LIMITED

By: 
Title: Director
Address: Unit 916, 9th Floor, Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

RECOTON (FAKSEAST) LIMITED

By: 
Title: Director
Address: Unit 916, 9th Floor, Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

STATE OF FLORIDA)

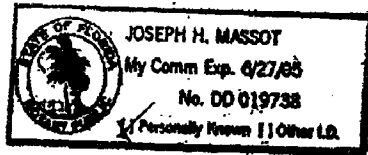
) ss.:

COUNTY OF SEMINOLE)

On the 8th day of July, 2003, before me personally came Stuart Mont, to me known, who, being by me duly sworn, did depose and say he resides at 333 Victoria Avenue, Winter Park, Florida, and that he is the Executive Vice President of RECOTON CORPORATION, the corporation described in and which executed the above instrument; that he has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

Joseph H. Massot
Notary Public

[Notarial Seal]



STATE OF FLORIDA)

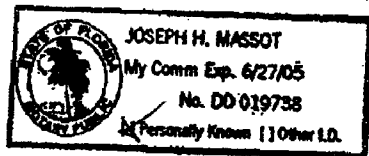
) ss.:

COUNTY OF SEMINOLE)

On the 8th day of July, 2003, before me personally came Stuart Mont, to me known, who, being by me duly sworn, did depose and say he resides at 333 Victoria Avenue, Winter Park, Florida, and that he is a Vice President of RECOTON AUDIO CORPORATION, RECOTON ACCESSORIES, INC., RECOTON MOBILE ELECTRONICS, INC. RECOTON HOME AUDIO, INC. AND RECOTON INTERNATIONAL HOLDINGS, INC., each a corporation described in and which executed the above instrument; that he has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

Joseph H. Massot
Notary Public

[Notarial Seal]

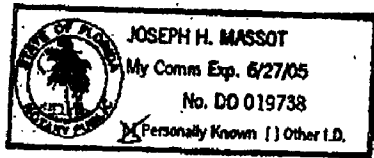


STATE OF FLORIDA)
) ss.:
COUNTY OF SEMINOLE)

On the 8th day of July, 2003, before me personally came Stuart Mont, to me known, who, being by me duly sworn, did depose and say he resides at 333 Victoria Avenue, Winter Park, Florida and that he is the President of RECOTON CANADA LTD., the corporation described in and which executed the above instrument; that he has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

Joseph H. Massot
Notary Public

[Notarial Seal]

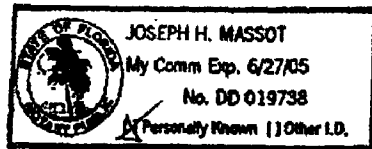


STATE OF FLORIDA)
) ss.:
COUNTY OF SEMINOLE)

On the 8th day of July, 2003, before me personally came Stuart Mont, to me known, who, being by me duly sworn, did depose and say he resides 333 Victoria Avenue, Winter Park, Florida, and that he is a Director of RECOTON (HONK KONG) LIMITED and RECOTON (FAR EAST) LIMITED, each a corporation described in and which executed the above instrument; that he has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

Joseph H. Massot
Notary Public

[Notarial Seal]



**EXHIBIT A
MARKS**

Trademark Name	Country Name	Reg.No.	App.No.	Owner	Status
Acoustilities	United States		76/241594	Recoton	Abandoned
Adapta					In use (AR Master Series speaker wire termiantors-MS808), no application pending
Adapta Terminator	United States		76/242054	Recoton	Abandoned (AR Master Series speaker wire termiantors-MS808)
Adaptatip (Stylized)	United States	2586574	76/205802	Recoton	Registered
Ambico	United States	1244274	73/348317	Recoton	Registered
Anti Co-Phasing Circuit				Recoton	In use (Jensen FM antenna-FM25), no application pending
AWF	United States	2586548	76/189009	Recoton	Registered
Big Shot	United States	1291327	73/441141	Recoton	Registered
BOA	United States	1400229	73/572215	Recoton	Registered
C.P.R.	United States	1287695	73/365752	Recoton	Registered
Cableworks	United States	1831936	74/202109	Recoton	Abandoned
Careset	United States	1315283	73/433309	Recoton	Registered
CD Hydrobath (Stylized)	United States	1776314	74/272797	Recoton	Abandoned
CD Stealth	United States	1783910	74/270106	Recoton	Abandoned
Cinamate	United States	2072542	74/714415	Recoton	Registered
Clean Mates	United States	1430950	73/609124	Recoton	Registered
Clean Sound	United States	1108343	73/104751	Recoton	Registered
Color-Grams	United States	1455213	73/595231	Recoton	Registered
Decathlon	United States	1306851	73/446113	Recoton	Registered
Discwasher	United States	1017697	72/449009	Recoton	Registered
Discwasher	United States	1286700	73/365751	Recoton	Registered
Discwasher	United States	1337587	73/402916	Recoton	Registered
Ear Gear	United States	1901501	74/431802	Recoton	Registered

**EXHIBIT A
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EarGo					In use (Jensen cellular hands-free), no application pending
E-cessories	United States	2476389	75/691207	Recoton	Registered
Fashion Pod					In use (Ambico V-0560), no application pending
F.R.E.D.	United States	1410298	73/587882	Recoton	Registered
Ferrite Noise Trap	United States		76/301427	Recoton	Applied
FNT	United States	2664240	76/189007	Recoton	Registered
For Sound That's Laser Clear	United States	1400050	73/572283	Recoton	Registered
Gold Connection	United States	1201879	73/314687	Recoton	Registered
Hear What You've Been Missing	United States	2617792	76/293580	Recoton	Registered
Imagin-Action	United States	1290804	73/435167	Recoton	Registered
Insta-Connect	United States	1414090	73/587272	Recoton	Registered
LINX	United States		76/417,545	Recoton Audio Corporation	Applied
Matrix	United States		75/883873	Recoton	Applied
Microdot	United States	1416483	73/591933	Recoton	Registered
MicroFlat					In use (AR speaker wire), no application pending
Misc. Design (3-D guitar)	United States	2291714	75/514978	Recoton	Registered-Supplem
Misc. Design (sole control man)	United States	1919446	74/567259	Recoton	Registered
Misc. Design (video cable/snake)	United States	1409318	73/584526	Recoton	Registered
Musiclites	United States		76/241953	Recoton	Abandoned (Cary Christie light bulb speaker)
Parsec (& Design)	United States	1382181	73/548593	Recoton	Abandoned
Perfect Path	United States	1205237	73/298221	Recoton	Registered
Radius					In use (Wireless indoor/outdoor speaker-JW210), no application pending
Recoton	United States		76/419552	Recoton	Applied-Use

**EXHIBIT A
MARKS**

Recoton & Design (cassette man)	United States	1228341	73/355965	Recoton	Abandoned
Recoton Computer Accessories	United States	1304584	73/445745	Recoton	Registered
Recoton Studio Cassette	United States	1282269	73/415078	Recoton	Abandoned
Recoton	United States	2569965	76/278715	Recoton	Registered
Recoton	United States	1251409	73/334855	Recoton	Registered
Recoton	United States	1303380	73/445743	Recoton	Registered
Sequel	United States	2116675	74/716909	Recoton	Abandoned
Slim-line					In use (Discwasher CD storage cases), no application pending
Softbud					In use (Jensen cellular hands-free), no application pending
Sole Control	United States	1916205	74/556005	Recoton	Registered
Soundlites	United States		76/241955	Recoton	Abandoned; Cary Christie light bulb speaker
Soundman	United States	1240981	73/354017	Recoton	Abandoned
Spikemaster	United States	1462534	73/504218	Recoton	Registered
Stealth (Stylized)	United States	1635372	74/028393	Recoton	Registered
Super Duper	United States	1416488	73/594619	Recoton	Registered
Tanglefree	United States	1494971	73/694575	Recoton	Registered
The Phone Connection (& Design)	United States	1287690	73/321620	Recoton	Registered
The Starter System	United States	1404495	73/525127	Recoton	Registered-Supplem
Twist-n-Plug					In use(Jensen cellular hands-free) no application pending
UltimAM Loop Circuit					In use (Jensen FM antenna-FM15), no application pending
Universal (& Number Design)	United States		76/356776	Recoton	Applied-ITU-Supp
Wave Catcher	United States	1748264	74/270125	Recoton	Abandoned
Wraparound (Stylized)	United States		76/313280	Recoton	Abandoned; Jensen wired headphones

EXHIBIT A
MARKS

Z-Box	United States	1237162	73/359302	Recoton	Abandoned
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