

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Nemesis Music Technology, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

- Association
- Limited Partnership

Citizenship (see guidelines) California

Execution Date(s) December 13, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: TEAC America, Inc

Internal

Address: _____

Street Address: 7733 Telegraph Road

City: Montebello

State: California

Country: United States Zip: 90640

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No (s)

B. Trademark Registration No.(s)

2,211,600

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

GIGASAMPLER

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

Name: Deborah Wing

Internal Address: KMZ Rosenman

Street Address: 525 West Monroe St

City: Chicago

State: IL Zip: 60661

Phone Number: 312-577-8408

Fax Number: 312-577-8994

Email Address: deborah.wing@kmzr.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-1214
Authorized User Name Deborah Wing

9. Signature:



Signature

Date

Deborah Wing

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

U.S. TRADEMARK ASSIGNMENT

This Assignment is made on this 13th day of December, between Nemesys Music Technology, Inc., a Texas corporation, located and doing business at 13625 Pond Springs Road, Suite 202, Austin, Texas 78729 (the "Assignor") and TEAC America, Inc., a California corporation, located and doing business at 7733 Telegraph Road, Montebello, California 90640 (the "Assignee").

WHEREAS, Assignor desires to transfer and assign to Assignee, any and all trademarks, service marks, trade names and the like, and associated state or federal registrations and applications thereof owned by Assignor related to the business, including those set forth below, (hereinafter the "Marks"), and the goodwill of the business developed through the use of the Marks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
GIGASAMPLER	2,211,600	12/15/98

WHEREAS, Assignee desires to acquire all right, title, and interest in and to the Marks, any associated state or federal registrations and applications therefor, and the goodwill developed therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers, and sets over to Assignee, the entire right, title, interest in and to the Marks, any pending applications for state or federal registration or state or federal registrations therefor, and the goodwill of the business symbolized by the Marks. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this instrument as of November, 2004.

NEMESYS MUSIC TECHNOLOGY, INC.

By: 
Name: Gary Beckerman
Title: Assistant Secretary

STATE OF CA)
) SS
COUNTY OF LA.)

SUBSCRIBED AND SWORN
to before me this 13 day
of November, 2004
December


Notary Public

50223322v3

