

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ReSound Corporation		07/06/1999	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	GN ReSound Corporation		
Street Address:	220 Saginaw Drive		
City:	Redwood City		
State/Country:	CALIFORNIA		
Postal Code:	94063		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1426453	EARLENS	
CORRESPONDENCE DATA			
Fax Number:	(213)680-6499		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	213-229-8462		
Email:	diane.lambillotte@bingham.com		
Correspondent Name:	Diane M. Lambillotte		
Address Line 1:	Three Embarcadero Center		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	Wendy McLaren		
Signature:	/wlmclaren/		
Date:	11/15/2006		

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Total Attachments: 5
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NCTO:

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CERTIFICATE OF OWNERSHIP

MERGING

GN ACQUISITION CORPORATION

INTO

RESOUND CORPORATION

FILED
In the office of the Secretary of State
of the State of California

JUN 16 1999

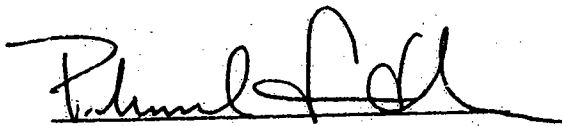
Bill Jones
BILL JONES, Secretary of State

P. Michael Fairweather and Donald K. Stevenson certify that:

1. They are the President and the Secretary, respectively, of GN Acquisition Corporation, a California corporation ("Corporation").
2. The Corporation owns at least 90 percent of the outstanding shares of ReSound Corporation/a California corporation ("Subsidiary").
3. The Plan of Merger in the form attached hereto ("Plan") was duly approved by the board of directors of Corporation.
4. The Plan and the fairness of the consideration to be received for each share of Subsidiary not owned by Corporation were duly approved by the board of directors of Subsidiary.
5. The shareholder vote referenced in Corporations Code Section 1110(c) is not required.
6. The merger shall become effective on July 6, 1999.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: June 16, 1999



Name: P. Michael Fairweather
Title: President

Name: Donald Stevenson
Title: Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: June 16, 1999

Name: P. Michael Fairweather
Title: President

Donald Stevenson
Name: Donald Stevenson
Title: Secretary

PLAN OF MERGER

This Plan of Merger ("Plan") is entered into this 16th day of June, 1999, by and among ReSound Corporation, a California corporation ("Subsidiary"), and GN Acquisition Corporation, a California corporation ("Corporation").

1. Subsidiary and Corporation hereby agree that on the effective date (as defined in this Plan), Subsidiary and Corporation will merge into a single corporation on the following terms and conditions.
 2. On the effective date, Corporation will be merged with and into Subsidiary. Subsidiary will be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") and will assume all the liabilities of Corporation. On the effective date, the separate corporate existence of Corporation will cease, and Surviving Corporation will succeed to the properties, rights, privileges, powers, immunities, and franchises of Corporation. All rights of creditors and all liens on the property of Corporation will be preserved, unimpaired, limited in lien to the property affected by such liens immediately before the merger.
 3. The merger provided for in this Plan will become effective, after the filing by and in the office of the California Secretary of State of a copy of this Plan with all requisite accompanying certificates, on July 6, 1999 (the "effective date").
 4. Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows: "The name of this corporation is GN ReSound Corporation."
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5. Corporation's bylaws in effect immediately before the effective date will become the bylaws of the Surviving Corporation without change or amendment until altered, amended, or repealed as provided for in the bylaws or by law.
 6. On the effective date, the directors of Corporation in office immediately before the effective date will become the directors of Surviving Corporation, and will continue as directors of Surviving Corporation until such time as their successors have been elected and qualified as provided for in the bylaws of Surviving Corporation.

7. On the effective date, the officers of Subsidiary in office immediately before the effective date will become the officers of Surviving Corporation, and will continue as officers of Surviving Corporation until such time as their successors have been elected and qualified as provided for in the bylaws of Surviving Corporation.
8. Except as provided in paragraphs 9 and 10 below, on the effective date, each outstanding share of Subsidiary's common stock, \$0.01 par value per share ("**Subsidiary Stock**"), excluding any shares of such stock not issued and outstanding at the effective date, will, by virtue of the merger and without any further action on the part of Subsidiary, Surviving Corporation, or any shareholder, be converted into the right to receive from Corporation the sum of \$8.00 per share in cash, without interest.
9. The preceding paragraph will not apply to any shares of Subsidiary Stock that constitute "dissenting shares" within the meaning of California Corporations Code Section 1300(b). The holders of such shares will have, in consideration for the cancellation of dissenting shares held by them, the rights given to them under applicable California law, including the right to receive the fair market value of those shares, in the manner and subject to the procedures and conditions provided by law.
10. On the effective date, each share of Subsidiary Stock held by Subsidiary as treasury stock or owned by GN Great Nordic Ltd. or any of its subsidiaries immediately prior to the effective date shall be canceled, and no payment shall be made with respect thereto.
11. On the effective date, each outstanding share of Corporation's common stock ("**Corporation Stock**"), excluding any shares of such stock not issued and outstanding at the effective date, will, by virtue of the merger and without any further action on the part of Subsidiary, Surviving Corporation, or any shareholder, be converted into and become one share of common stock of the Surviving Corporation.
12. From and after the effective date, no transfer of Subsidiary Stock outstanding before the effective date will be made on the record books of Subsidiary.
13. This Plan may be terminated at any time before the effective date by action of the shareholders of Subsidiary or by the mutual consent and action of the boards of directors of Subsidiary and Corporation.
14. The validity, interpretation, and performance of this Plan will be controlled by and construed under the laws of the State of California.

