

07-25-2007

CUTNER & ASSOCIATES, P.C
ATTORNEYS AT LAW



103430047

91 EAST 40TH STREET
NEW YORK, NY 10016
www.cutner.com

TEL (212) 739-1818
FAX (212) 486-1600
E-MAIL: info@cutner.com

July 6, 2007

RECORDATION FORM COVER SHEET - TRADEMARKS

7/13/07

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 ED595293654 US	
I hereby certify that this correspondence is being deposited with the United States Postal Service as Express 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:	
<u>Judith F. Burns</u>	Printed Name
<u>Judith F. Burns</u>	Signature
<u>July 13, 2007</u>	Date

Re: Recordal of Partial Assignment
 Assignor: RCA Trademark Management
 Assignee: Audiovox Corporation
 Trademarks: Reg. No. 899,110 **RCA**
 Reg. No. 899,111 **RCA (Stylized)**
 Reg. No. 1,188,514 **RCA**
 Reg. No. 1,188,515 **RCA (Stylized)**
 Reg. No. 2,885,017 **RCA**
 Our Ref.: 1057-812

OFFICE OF PUBLIC RECORDS
 2007 JUL 13 AM 10: 59
 FINANCE SECTION

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

RCA Trademark Management, a société par actions simplifiée, organized and existing under the laws of France.

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

Audiovox Corporation, a corporation organized and existing under the laws of Delaware, and having its principal offices at 180 Marcus Boulevard, Hauppauge, New York 11788, U.S.A..

07/16/2007 11:11 AM
 00000067 899110
 40.00 DP
 100.00 DP
 01 FC:8521
 02 FC:8522

3. Nature of conveyance:

Partial Assignment

Effective date: January 29, 2007

4. Trademark Application/Registration Numbers:

Reg. No. 899,110 **RCA**
Reg. No. 899,111 **RCA (Stylized)**
Reg. No. 1,188,514 **RCA**
Reg. No. 1,188,515 **RCA (Stylized)**
Reg. No. 2,885,017 **RCA**

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. Since this is a Partial Assignment, the Assignment Deed includes a Schedule explicitly designating that portion of each registration which is to remain the property of the Assignor (the "Parent" registration), and that portion which is to be assigned to the Assignee (the "Child" registration).

7. Since this is a Partial Assignment, Assignor advises the Assignment Division that a Request for Division for each registration being assigned is being simultaneously submitted to the Trademark Office. For the Assignment Division's information, a copy of each of these Requests for Division is enclosed at Exhibit A.

8. Also enclosed for the Assignment Division's information at Exhibit B are copies of Powers of Attorney signed by an officer of Audiovox Corporation in support of each of the "Child" registrations that will result from the Requests to Divide and this Partial Assignment.

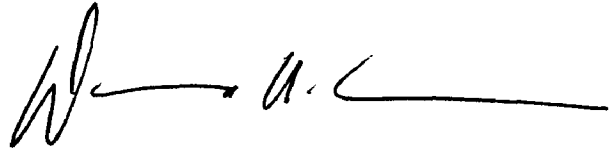
7. Total number of applications and registrations involved: 5

8. Total fee enclosed: \$140

9. Also enclosed is a Certificate of Express Mail and an acknowledgment postcard.

10. 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 'D. A. Cutner', with a long horizontal flourish extending to the right.

David A. Cutner

DAC:jfb

Enclosures

Total number of pages comprising cover sheet: 3

PARTIAL ASSIGNMENT OF RCA TRADEMARKS (UNITED STATES)

WHEREAS, RCA Trademark Management, a société par actions simplifiée organized under the laws of France and having its registered office at 46 quai Alphonse Le Gallo, 92100 Boulogne-Billancourt, France ("Assignor"), is the assignee of record for the following United States trademarks (collectively, the "RCA Registrations"):

Reg. No. 899,110 RCA
Reg. No. 899,111 RCA Stylized
Reg. No. 1,188,514 RCA
Reg. No. 1,188,515 RCA Stylized
Reg. No. 2,885,017 RCA

and;

WHEREAS, Audiovox Corporation, a corporation organized under the laws of the state of Delaware, and having its principal offices at 180 Marcus Boulevard, Hauppauge, New York 11788 ("Assignee") is desirous of acquiring that portion of the RCA Registrations covering goods in the Accessory Product Field, as defined in a Purchase Agreement dated December 22, 2006, and a Trademark Assignment Agreement dated January 29, 2007;

NOW, THEREFORE, for good and valuable consideration, receipt of which is acknowledged, said RCA Trademark Management does hereby transfer, convey, and assign unto the said Audiovox Corporation, that portion of the RCA Registrations covering goods in the Accessory Product Field, as defined in the Purchase Agreement and the RCA Assignment, together with the goodwill associated therewith and all rights to causes of action and remedies related thereto (including, without limitation, the right to sue and recover damages and other relief for past, present or future infringement, misappropriation or violation of rights related to the foregoing). The particulars of this Partial Assignment are set forth in the Schedule attached hereto.

This Partial Assignment of RCA Trademarks (United States), which is subject to, and shall be governed by, the RCA Trademark Assignment Agreement (dated January 29, 2007), is effective as of January 29, 2007.

[Signature Page and Schedule Follow]

IN WITNESS WHEREOF, the Parties hereto have caused this Assignment to be duly signed as of the date first above written.

RCA TRADEMARK MANAGEMENT

By: _____



Name:

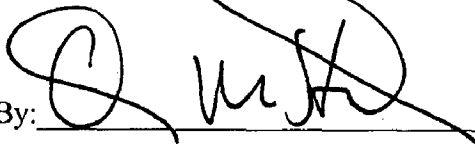
Philippe ANDRAU

Title:

Chairman

AUDIOVOX CORPORATION

By: _____



Name: Charles M. Stoehr

Title:

Senior Vice President

Trademark	Parent Reg. No.	Parent Registration - Goods	Child Reg. No.	Child Registration - Goods
RCA	899,110	Entertainment and industrial receiving tubes, power tubes, and generators.	To be assigned	Magnetic video tape.
RCA (Stylized)	899,111	Entertainment and industrial receiving tubes, power tubes, and generators.	To be assigned	Magnetic video tape.
RCA	1,188,514	Video cassette recorders and players, video disc players, and video/sound cameras.	To be assigned	Blank video cassettes; video discs.
RCA (Stylized)	1,188,515	Video cassette recorders and players, video disc players, and video/sound cameras.	To be assigned	Blank video cassettes; video discs.
RCA	2,885,017	Hand held display device for receiving and displaying electronically published works and computer software used for receiving and displaying the published works sold therewith, cable modems, digital video disc players and recorders, music players for playing music that has been encoded in an electronic file format; wireless modems; electronic equipment for receiving direct broadcast satellite signals, namely, receivers; 35 mm cameras.	To be assigned	Computer peripherals, namely mice, mouse pads, USB hubs, cables, power cords; electronic equipment for receiving direct broadcast satellite signals, namely, satellite dishes and antennas.