

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AUDIOBAHN, INC.		01/08/2008	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GERBER FINANCE INC.		
<b>Street Address:</b>	110 East 55th Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2840892		
<b>Registration Number:</b>	2860760	FLAME	
<b>Registration Number:</b>	2804324	AUDIOBAHN CONNECTIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)527-7701		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-527-7700		
<b>Email:</b>	tmdocket@darbylaw.com		
<b>Correspondent Name:</b>	Amy J. Benjamin/Darby & Darby P.C.		
<b>Address Line 1:</b>	P.O. Box 770, Church Street Station		
<b>Address Line 4:</b>	New York, NEW YORK 10008-0770		
<b>ATTORNEY DOCKET NUMBER:</b>	20096/8202301-000.ASN.2		
<b>NAME OF SUBMITTER:</b>	Amy J. Benjamin		
<b>Signature:</b>	/Amy J. Benjamin/		

OP \$90.00 2840892

Date:

01/08/2008

Total Attachments: 2

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**TRADEMARK ASSIGNMENT**

WHEREAS, **AUDIOBAHN, INC.** ("Assignor"), a corporation with a place of business at 114 South Berry Street, Brea, California, owns and has used in its business the trademarks listed on Schedule A hereto ("Trademarks").

WHEREAS, pursuant to the Security Agreement dated as of May 31, 2005 ("Security Agreement") and the Forbearance Agreement and Amendment to the Loan and Security Agreement of May 31, 2005, dated as of January 23, 2007 ("Forbearance Agreement"), Assignor granted to **GERBER FINANCE INC. formerly known as GERBER TRADE FINANCE, INC.** ("Assignee"), a New York corporation with a place of business 110 East 55<sup>th</sup> Street, New York, New York, a security interest in said Trademarks and registrations, along with the right, in the event of a default under the Security Agreement and/or Forbearance Agreement, to act as Assignor's attorney-in-fact in order to transfer unto itself the entire right, title and interest in and to the Trademarks and registrations identified on Schedule A, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith; and

WHEREAS, an event of default under the aforementioned Agreements has occurred, and Assignee is now entitled to exercise its right as attorney-in-fact to transfer unto itself the entire right, title and interest in and to the Trademarks and registrations identified on Schedule A, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith.

THEREFORE, BE IT KNOWN that for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor, by its attorney-in-fact, hereby assigns and transfers to Assignee, its successors or assigns, the entire right, title and interest in and to the said Trademarks and registrations and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.

**AUDIOBAHN, INC.**

By: **Gerber Finance Inc.**  
Attorney-in-Fact

Date: January 8, 2008

By: *Jennifer M. Guinness*  
Print Name: Jennifer M. Guinness  
Title: Vice President

**SCHEDULE A**

<b>TRADEMARK</b>	<b>REGISTRATION NO.</b>	<b>REGISTRATION DATE</b>
DESIGN ONLY	2,840,892	5/11/04
FLAME	2,860,760	7/6/04
AUDIOBAHN CONNECTIONS	2,804,324	1/13/07