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2/11/2009 1:54:15 PM PAGE 3/009 Fax Server

TO: DIANE M. LAMBILLOTTE COMPANY: 777 SO. FIGUEROA, SUITE 4400

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.102/06/2009  
900126461

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT														
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Execution Date and Attachment previously recorded on Reel 003872 Frame 0818. Assignor(s) hereby confirms the Merger.														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>BELTONE ELECTRONICS CORPORATION LLC AKA BELTONE ELECTRONICS COMPANY LLC</td> <td></td> <td>12/20/2004</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	BELTONE ELECTRONICS CORPORATION LLC AKA BELTONE ELECTRONICS COMPANY LLC		12/20/2004	LIMITED LIABILITY COMPANY: DELAWARE				
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PROPERTY NUMBERS Total: 1															
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CORRESPONDENCE DATA															
<p>Fax Number: (213)243-4199  <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 213-243-4000  Email: dlane.lambillotte@aporter.com  Correspondent Name: Diane M. Lambillotte  Address Line 1: 777 So. Figueroa, Suite 4400  Address Line 4: Los Angeles, CALIFORNIA 90017</p>															
ATTORNEY DOCKET NUMBER:	22399.106														
NAME OF SUBMITTER:	Diane M. Lambillotte														

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TO:DIANE M. LAMBILLOTTE COMPANY:777 SO. FIGUEROA, SUITE 4400

Signature:	/diane m. lambillotte/
Date:	02/05/2009
Total Attachments: 5 source=GN Resound to GN Hearing Care#page1.tif source=GN Resound to GN Hearing Care#page2.tif source=GN Resound to GN Hearing Care#page3.tif source=GN Resound to GN Hearing Care#page4.tif source=GN Resound to GN Hearing Care#page5.tif	

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10/21/2008 6:32:34 PM PAGE 4/005 Fax Server

TO: DIANE M. LAMBILLOTTE COMPANY: 777 SOUTH FIGUEROA, SUITE 200

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.110/17/2008  
900118716

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	01/01/2005																										
CONVEYING PARTY DATA																											
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Phone:	213-243-4017																										
Email:	DIANE.LAMBILLOTTE@APORTER.COM																										
Correspondent Name:	DIANE M. LAMBILLOTTE																										
Address Line 1:	777 SOUTH FIGUEROA, SUITE 4400																										
Address Line 4:	LOS ANGELES, CALIFORNIA 90017																										
ATTORNEY DOCKET NUMBER:	22446.001																										
NAME OF SUBMITTER:	Diane M. Lambillotte																										

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TO: DIANE M. LAMBILLOTTE COMPANY: 777 SOUTH FIGUEROA, SUITE 200

Signature:	/diane m. lambillotte/
Date:	10/17/2008
Total Attachments: 2 source=GN Hearing Care Corp Merger#page1.tif source=GN Hearing Care Corp Merger#page2.tif	

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TO: DIANE M. LAMBILLOTTE COMPANY: 777 SO. FIGUEROA, SUITE 4400

NGTD

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AGREEMENT OF MERGER

This Agreement of Merger (the "Agreement") is dated as of this 20th day of December, 2008 between Biltmore Electronics Company LLC, a Delaware limited liability company ("Biltmore LLC"), and GN ReSound North America Corporation, a California corporation ("GN ReSound") (GN ReSound and Biltmore LLC are sometimes herein after referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, GN ReSound has authorized capital stock consisting of 100,000 common shares, \$1,000 per value per share, of which 120 shares currently are issued and outstanding and held by GN U.S. Holdings, Inc., a corporation organized under the laws of Delaware ("GN U.S. Holdings");

WHEREAS, Biltmore LLC has authorized 1,000 membership units, of which two are currently in issued and outstanding (the "Units") and held by GN ReSound;

WHEREAS, the Board of Directors of GN ReSound and the sole member of Biltmore LLC desire that Biltmore LLC merge with and into GN ReSound pursuant to Section 18-209 of the Delaware Limited Liability Company Act and pursuant to Section 1111 of the California General Corporation Law, and the Board of Directors of GN ReSound and the sole Member of Biltmore LLC have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree that Biltmore LLC shall be merged with and into GN ReSound and the other transactions hereinbefore described shall be consummated, all under the terms and conditions herein set forth.

ARTICLE I

1.1 The Merger. Effective as of January 1, 2009, Biltmore LLC shall be merged with and into GN ReSound (the "Merger") and the separate existence of Biltmore LLC shall cease. GN ReSound, as the surviving corporation (the "Surviving Entity"), shall continue its existence under the laws of the State of California.

1.2 Effective Date. The Effective Date of the Merger shall be January 1, 2009.

ARTICLE II

2.1 GN ReSound Articles of Incorporation. The Articles of Incorporation of GN ReSound in effect as of the date hereof shall be and remain the Articles of Incorporation of the Surviving Entity, and it shall be amended in accordance with its terms and applicable law, except that said Articles of Incorporation shall be amended by changing Article FIRST thereof so that as amended, said Article shall be and read as follows:

One share

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FILED in the office of the Secretary of State of the State of California

DEC 23 2008 KEVIN SHELLEY, Secretary of State

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\*FIRST. The name of the corporation is: GN Hearing Care Corporation.\*

2.1 **GN Reformed System.** The System of GN Reformed in effect on the Effective Date shall be and remain the System of the Surviving Entity, until the same shall be altered, amended or repealed in accordance with its terms and with the provisions of applicable law.

2.2 **Board of Directors and Officers.** The members of the Board of Directors of GN Reformed on the Effective Date shall continue to serve as members of the Board of Directors of the Surviving Entity until the expiration of their respective terms, or their respective prior resignations, removal or death. The officers of GN Reformed on the Effective Date shall continue to serve as officers of the Surviving Entity until the expiration of their respective terms, or their respective prior resignations, removal or death.

**ARTICLE I**

3.1 **Transfer and Consolidation of Certain LLC Memberships (LH).** On and as of 12:01 a.m. on the Effective Date, each Unit of Delaware LLC representing the rights and interests of the sole member, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and cancelled without consideration, and from and after the Effective Date such certificates representing such Units shall be deemed for all purposes surrendered and cancelled.

3.2 **GN Reformed Common Shares.** On and as of 12:01 a.m. on the Effective Date, the LH common shares of GN Reformed (issued and outstanding immediately prior thereto) shall continue to represent LH issued and outstanding shares of the Surviving Entity, and the certificate representing such shares will continue to represent LH issued and outstanding shares of ownership of the Surviving Entity.

3.3 **Rights and Obligations of the Surviving Entity.** In accordance with the Delaware Limited Liability Company Act and the California General Corporation Law (hereinafter hereinafter referred to as the "Acts"), from and after the Effective Date, the Surviving Entity shall possess all of the rights, privileges, powers, and franchises, and be subject to all the conditions, disabilities and duties of each of the Constituent Entities and all such corporate rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of the Constituent Entities on whatever account, and all other things and causes of action belonging to each of the Constituent Entities, shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be deemed to be the property of the Surviving Entity as they were of the Constituent Entities; and the title to any real estate owned by said or otherwise, in each of the Constituent Entities, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall constitute debts to the Surviving Entity, and may be enforced against it to the same extent as if said debts and liabilities had been incurred or contracted by it.

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**ARTICLE 4**

4.1 **Amendment.** The consummation of the Merger and other transactions herein provided has been approved by the Board of Directors and the sole shareholder of GN Railroad and the sole member of Bahama LLC.

**ARTICLE 5**

5.1 **Amendment.** The parties hereto, by mutual consent of the Board of Directors of GN Railroad and the sole member of Bahama LLC, may amend this Agreement prior to the filing with the Secretary of State of California; provided, however, that no amendments made subsequent to the adoption of this Agreement by the Board of Directors of GN Railroad shall be subject to the limitations specified in the applicable Act. Any amendments to the principal terms of this Agreement must be approved by the shareholders of GN Railroad and the member of Bahama LLC.

**ARTICLE 6**

6.1 **COUNTERPARTS.** This Agreement may be executed in counterparts, each of which shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

6.2 **Integrating Instrument.** The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

6.3 **Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware and the laws of the State of California, as applicable.

6.4 **Entire Agreement.** From time to time on and after the Effective Date, each party hereto agrees that it will execute and deliver or cause to be executed and delivered all such further assignments, amendments or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to consummate the Merger provided for herein, and the other transactions contemplated by this Agreement.

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IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by its Board of Directors and each member, respectively, has caused this Agreement to be executed by a duly authorized officer thereof as of the date first written above.

GN RESOUND NORTH AMERICA CORPORATION

By: [Signature]  
Name: John F. [unclear]  
Title: Chief Executive Officer

By: [Signature]  
Name: [unclear]  
Title: Secretary

DELTA ELECTRONICS COMPANY LLC

By: GN Resound North America Corporation, its member

By: [Signature]  
Name: John F. [unclear]  
Title: Chief Executive Officer

GN 8044

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**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**


Alan Daxler and John Easler certify that:

1. They are the chief executive officer and the secretary, respectively, of GIN K&SOUND North America Corporation, a California Corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 120.

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 to our own knowledge.

DATE: December 22, 2008

  
 Alan Daxler, Chief Executive Officer

  
 John Easler, Secretary

GIN 900013-1

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