

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BELTONE ELECTRONICS CORPORATION LLC AKA BELTONE ELECTRONICS COMPANY LLC		12/20/2004	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	GN RESOUND NORTH AMERICA 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:	2662055	INVISA

CORRESPONDENCE DATA

Fax Number: (213)243-4199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: trademarkdocketing@aporter.com,diane.lambillotte@aporter.com,diane.gregor@aporter.com
 Correspondent Name: Diane M. Lambillotte
 Address Line 1: 777 South Figueroa Street
 Address Line 2: 44th Floor
 Address Line 4: Los Angeles, CALIFORNIA 90017

CH \$40.00 2662055

ATTORNEY DOCKET NUMBER:	22399.105
NAME OF SUBMITTER:	Diane M. Lambillotte
Signature:	/diane m. lambillotte/
Date:	04/30/2009
Total Attachments: 6 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 source=GN Resound to GN Hearing Care#page6.tif	

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AGREEMENT OF MERGER

This Agreement of Merger (the "Agreement") is dated as of this 20th day of December, 2004 between Beltone Electronics Company LLC, a Delaware limited liability company ("Beltone LLC"), and GN ReSound North America Corporation, a California corporation ("GN ReSound") (GN ReSound and Beltone LLC are sometimes hereinafter referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, GN ReSound has authorized capital stock consisting of 100,000 common shares, \$1,000 par 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, Beltone LLC has authorized 1,000 membership units, of which one unit currently is issued and outstanding (the "Unit") and held by GN ReSound;

WHEREAS, the Board of Directors of GN ReSound and the sole member of Beltone LLC desire that Beltone LLC merge with and into GN ReSound pursuant to Section 18 209 of the Delaware Limited Liability Company Act and pursuant to Section 1113 of the California General Corporation Law, and the Board of Directors of GN ReSound and the sole Member of Beltone LLC have approved this Agreement.

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

ARTICLE 1

1.1 The Merger Effect of Merger. At 12:01 a.m. on the Effective Date (as defined in paragraph 1.2 below), Beltone LLC shall be merged with and into GN ReSound (the "Merger") and the separate existence of Beltone 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, 2005.

ARTICLE 2

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, until 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:

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FILED

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

DEC 23 2004

KEVIN SHELLEY, Secretary of State

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

2.2 GN ReSound Bylaws. The Bylaws of GN ReSound in effect on the Effective Date shall be and remain the Bylaws 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.

2.3 Board of Directors and Officers. The members of the Board of Directors of GN ReSound 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 ReSound 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 3

3.1 Surrender and Cancellation of Beltone LLC Membership Unit. On and as of 12:01 a.m. on the Effective Date, each Unit of Beltone 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 ReSound Common Shares. On and as of 12:01 a.m. on the Effective Date, the 120 common shares of GN ReSound issued and outstanding immediately prior thereto shall continue to represent 120 issued and outstanding shares of the Surviving Entity, and the certificate representing such shares will continue to represent 120 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 (sometimes 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 restrictions, disabilities and duties of each of the Constituent Entities; and all and singular 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 thereafter as effectually the property of the Surviving Entity as they were of the Constituent Entities; and the title to any real estate vested by deed 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 thenceforth attach 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 **Approval.** The consummation of the Merger and other transactions herein provided has been approved by the Board of Directors and the sole shareholder of GN ReSound and the sole member of Beltone LLC.

ARTICLE 5

5.1 **Amendment.** The parties hereto, by mutual consent of the Board of Directors of GN ReSound and the sole member of Beltone LLC, may amend this Agreement prior to the filings with the Secretary of State of California; provided, however, that an amendment made subsequent to the adoption of this Agreement by the Board of Directors of GN ReSound shall be subject to the limitations specified in the applicable Act. Any amendment to the principle terms of this Agreement must be approved by the shareholders of GN ReSound and the member of Beltone 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 **Descriptive Headings.** 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 **Further Assurances.** 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, assurances 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 sole 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: Alan Dozier
Title: Chief Executive Officer

By: [Signature]
Name: John Kasher
Title: Secretary

BELTONE ELECTRONICS COMPANY
LLC

By: GN ReSound North America
Corporation, its sole member

By: [Signature]
Name: Alan Dozier
Title: Chief Executive Officer

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P. 06

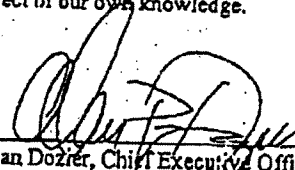
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER


Alan Dozier and John Kasher certify that:

1. They are the chief executive officer and the secretary, respectively, of GN ReSound 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 of our own knowledge.

DATE: December 20, 2004


 Alan Dozier, Chief Executive Officer


 John Kasher, Secretary

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DEC-23-2004 12:26



State of California

File# _____

Bill Jones
Secretary of State

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FILED
In the Office of the Secretary of State
of the State of California

APR 02 2002

Bill Jones
BILL JONES, Secretary of State

**LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION**

A \$70.00 filing fee must accompany this form.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name under which the foreign limited liability company proposes to register and transact business in California:
(End the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")

Beltone Electronics Company LLC

2. Name of the foreign limited liability company, if different from that entered above:

Beltone Electronics Corporation LLC

3. This foreign limited liability company was formed on December 17 2001 in Delaware
(month) (day) (year) (state or country)

and is authorized to exercise its powers and privileges in that state.

4. Name of the agent for service of process in this state, and check the appropriate provision below:

CT Corporation System, which is

an individual residing in California. Proceed to item 5.

a corporation which has filed a certificate pursuant to Section 1505 of the California Corporations Code. Proceed to item 6.

5. If an individual, California address of the agent for service of process:

Address: N/A

City:

State: CA

Zip Code:

6. In the event the above agent for service of process resigns and is not replaced, or if the agent cannot be found or served with the exercise of reasonable diligence, the Secretary of State of the State of California is hereby appointed as the agent for service of process of this foreign limited liability company.

7. Address of the principal executive office: City State Zip Code
4201 W. Victoria Chicago IL 60646

8. Address of the principal office in California, if any: City State Zip code
None CA

9. Type of business of the limited liability company: (For information purposes only.)

Manufacture and sale of hearing aids and related products.

10. **DECLARATION:** It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

X

Signature of Authorized Person

Jesper Mailind, Manager

Type or Print Name and Title of Authorized Person

December 17, 2001

Date

11. RETURN TO:

NAME

CT Corporation System

FIRM

ADDRESS

CITY/STATE

ZIP CODE

SEC/STATE (REV. 12/99)

FORM LLC-5 - FILING FEE \$70.00
Approved by Secretary of State