

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Loud Technologies Inc.		11/09/2009	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Rational Acoustics LLC		
Street Address:	241H Church Street		
City:	Putnam		
State/Country:	CONNECTICUT		
Postal Code:	06259		
Entity Type:	LIMITED LIABILITY COMPANY: CONNECTICUT		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1999694	SIA-SMAART	
Registration Number:	2732608	SMAART	
Registration Number:	2688405	SMAARTLIVE	
CORRESPONDENCE DATA			
Fax Number:	(206)359-4036		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206 359-3036		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	James L. Vana		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	74068.4000		
NAME OF SUBMITTER:	James L. Vana		
Signature:	/James L. Vana/		

CH \$90.00 1999694

900171090

TRADEMARK
REEL: 004273 FRAME: 0572

Date:

09/07/2010

Total Attachments: 5

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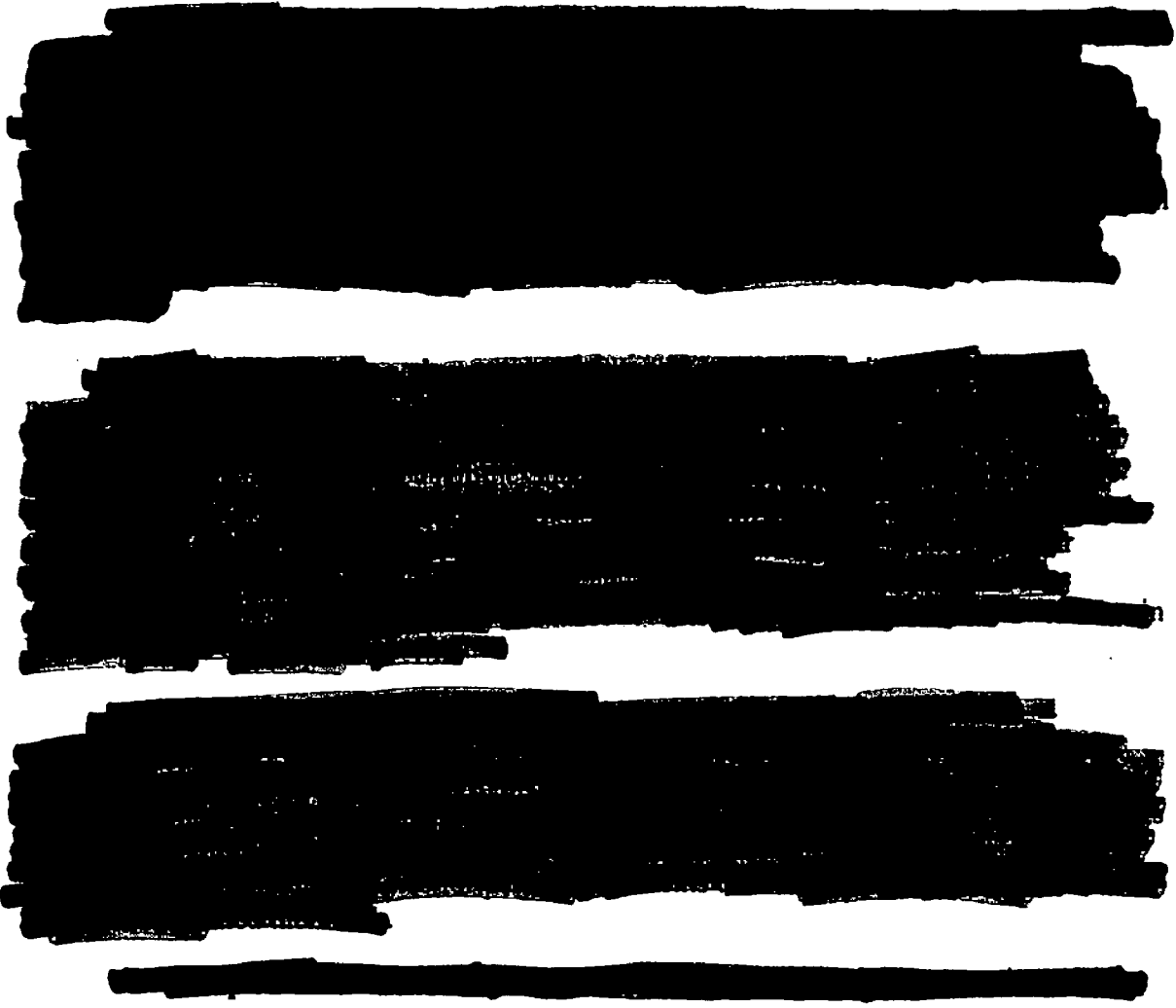
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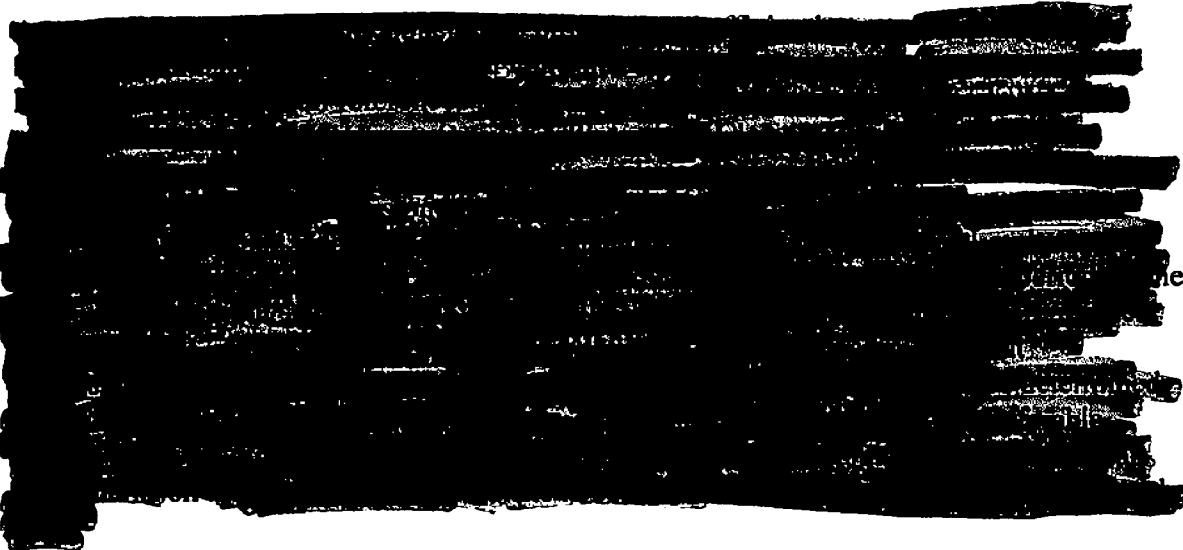
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TRADEMARK AND DOMAIN NAME ASSIGNMENT AGREEMENT

This Trademark and Domain Name Assignment Agreement (this "*Assignment*"), dated as of November 9, 2009, is made and entered into by and between Loud Technologies Inc., a Washington corporation ("*Loud*") and Rational Acoustics LLC, a Connecticut limited liability company ("*RA*"), pursuant to that certain Asset Purchase Agreement, dated November 9, 2009 (the "*Purchase Agreement*"), by and between Loud and RA. Capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Purchase Agreement.

1. **Trademark Assignment.** For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Loud hereby assigns, transfers and contributes to RA, all of its right, title and interest in and to the Smaart Trademarks listed on *Exhibit A* attached to this Assignment, together with the goodwill associated with or symbolized by the Smaart Trademarks.





6. **Additional Actions.** At any time after the date of this Assignment, at RA's request and expense, Loud shall execute and deliver to RA such other instruments and documents, and take such other actions as RA may reasonably deem necessary or desirable to effect, evidence, record and perfect the transfer and assignment contemplated by this Assignment.

7. **Successors and Assigns.** This Assignment will be fully binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.




8. **Entire Agreement.** This Assignment and the Purchase Agreement, together with the documents referenced herein and therein, and the attached Exhibits and Schedules constitute the entire agreement, and supersede any and all prior agreements, whether written or oral, with regard to the Smaart Trademark and Smaart Domain Name. No amendment, modification or waiver of any of the provisions of this Assignment will be valid unless set forth in a written instrument signed by the party to be bound.

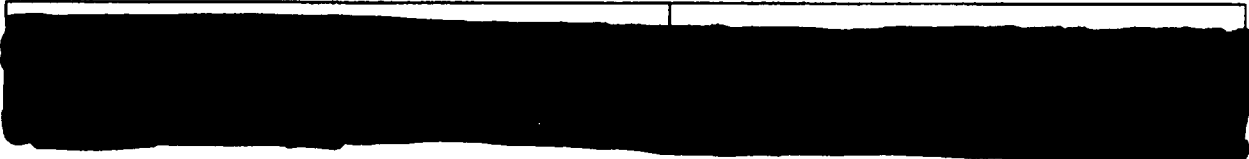
[Signature page follows]

EXHIBIT A

List of Trademarks and Domain Names

Trademarks:

Mark	Logo	Goods
"SIA-SMAART" Reg # 1999694 s/n 74727645	 The logo features the letters "SIA" in a bold, italicized, sans-serif font, tilted upwards to the right. Below "SIA" is the word "Smaart" in a stylized, lowercase, rounded font with a slight shadow effect.	Computer software for acoustic measurement
"SMAART" Reg # 2732608 s/n 76060509	 The logo consists of the text "v.6" in a simple, lowercase, sans-serif font.	Computer software for acousting analysis, optimization and control
"SMAARTLIVE" Reg # 2688405 s/n 76391340	 The logo features the word "SmaartLive" in a stylized, lowercase, rounded font with a slight shadow effect.	Computer software for the measurement, optimization and control of sound systems



IN WITNESS WHEREOF, the parties have caused this Assignment to be made and executed by duly authorized officers.

RA:

Rational Acoustics LLC,
a Connecticut limited liability company

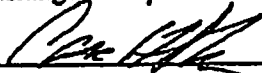
By: _____

Name: Karen Anderson

Title: Chief Operating Officer

LOUD:

Loud Technologies Inc.,
a Washington corporation

By:  _____

Name: Case Kuehn

Title: Interim Chief Financial Officer

IN WITNESS WHEREOF, the parties have caused this Assignment to be made and executed by duly authorized officers.

RA:

Rational Acoustics LLC,
a Connecticut limited liability company

By: 

Name: Karen Anderson

Title: Chief Operating Officer

LOUD:

Loud Technologies Inc.,
a Washington corporation

By: _____

Name: Case Kuehn

Title: Interim Chief Financial Officer

SIGNATURE PAGE TO TRADEMARK AND DOMAIN ASSIGNMENT