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3. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Aerielle Group International, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 06/07/2004

2. Name and address of receiving party(ies)

Name: Aerielle, Inc.

Internal Address: #605

Street Address: 100 Century Center Court

City: San Jose State: CA Zip: 95112

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/316,680; 78/316,659; 78/329,160; 78/316,698

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Johnson & Stainbrook, LLP

Internal Address: Suite 203

Street Address: 3558 Round Barn Blvd.

City: Santa Rosa State: CA Zip: 95403

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) \$ 320.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Craig M. Stainbrook Name of Person Signing

Signature

July 27, 2004 Date

Total number of pages including cover sheet, attachments, and document: 6

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 003025 FRAME: 0915

**ATTACHMENT A**

**PATENTS AND PATENT APPLICATIONS**

**SMALL BATTERY OPERATED RF TRANSMITTER FOR PORTABLE AUDIO DEVICES FOR USE WITH HEADPHONES WITH RF RECEIVER**

U.S. Utility Patent No: 5,771,441

Filing Date: 10 April 1996

Issue Date: 23 June 1998

**SMALL BATTERY OPERATED RF TRANSMITTER FOR PORTABLE AUDIO DEVICES FOR USE WITH HEADPHONES WITH RF RECEIVER**

U.S. Utility Patent No: 6,671,494

Filing Date: 18 June 1998

Issue Date: 30 December 2003

**PORTABLE WIRELESS TRANSMITTER**

U.S. Design Patent No. D478,057

Filing Date: 30 January 2002

Issue Date: 5 August 2003

**MINI RADIO FREQUENCY TRANSMITTER**

U.S. Design Patent Appl. Ser. No: 29/194,380

Filing Date: 20 November 2003

Issue Date: NA

**CIRCUIT AND METHOD FOR PROVIDING AN AUTO-OFF CAPABILITY FOR A WIRELESS TRANSMITTER**

U.S. Utility Patent Appl. Ser. No. 10/754,148

Filing Date: 9 January 2004

Priority Date: 9 January 2003

Issue Date: NA

**CIRCUIT AND METHOD FOR PROVIDING AN AUTO-OFF CAPABILITY FOR A WIRELESS TRANSMITTER**

Canadian Patent Appl. Ser. No. TBD

Based on U.S. Prov. Pat. Appl. Ser. No. 60/438,907

Filed: 9 January 2004

Priority Date: 9 January 2003

Issue Date: NA

*Corporate to Corporate Assignment of Patent and Trademark Rights*

*Assignor: Aerielle Group International, Inc.*

*Assignee: Aerielle, Inc.*

*Effective Date: 1 March 2004*

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/ / /  
**CIRCUIT AND METHOD FOR PROVIDING AN AUTO-ON AND/OR AUTO-OFF CAPABILITY  
FOR AN AUDIO DEVICE**

Int'l Pat. Appl. Ser. No. PCT/US04/00452  
Based on U.S. Prov. Pat. Appl. Ser. No. 60/438,905  
Filing Date: 9 January 2004  
Priority Date: 9 January 2003

**HEADPHONE RECEIVER**

U.S. Prov. Pat. Appl. Ser. No. 60/535,682  
Filing Date: 8 January 2004

**TRADEMARKS**

**AERIELLE** (word only - U.S.)

U.S. Appl. Filing Date: 21 October 2003  
Appl. Ser. No: 78/316,680

**AUDIOBUG** (word only - U.S.)

U.S. Appl. Filing Date: 21 October 2003  
Appl. Ser. No: 78/316,659

**AUDIOBUG** (composite, word and design - U.S.)

U.S. Appl. Filing Date: 17 November 2003  
Appl. Ser. No: 78/329,160

**PHONEBUG** (word only - U.S.)

U.S. Appl. Filing Date: 21 October 2003  
Appl. Ser. No: 78/316,698

**TIMELESSRADIO** (word only - U.S.)

U.S. Appl. Filing Date: 21 October 2003  
Appl. Ser. No: 78/316,714

**Misc Design (BUG)** (design mark - U.S.)

U.S. Appl. Filing Date: 17 November 2003  
Appl. Ser. No: 78/329,172

**CHANGING THE WAY YOU LISTEN TO AUDIO** (word only - U.S.)

U.S. Appl. Filing Date: 30 January 2004

*Corporate to Corporate Assignment of Patent and Trademark Rights*

*Assignor: Aerielle Group International, Inc.*

*Assignee: Aerielle, Inc.*

*Effective Date: 1 March 2004*

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Appl. Ser. No: 78/369,077

**AUDIO. NO STRINGS ATTACHED** (word only - U.S.)

U.S. Appl. Filing Date: 30 January 2004

Appl. Ser. No: 78/360,062

*Corporate to Corporate Assignment of Patent and Trademark Rights*

*Assignor: Aerielle Group International, Inc.*

*Assignee: Aerielle, Inc.*

*Effective Date: 1 March 2004*

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**TRADEMARK**  
**REEL: 003025 FRAME: 0918**

COPY

**CORPORATE TO CORPORATE ASSIGNMENT OF PATENT AND TRADEMARK RIGHTS**

WHEREAS, Aerielle Group International, Inc., a corporation existing under the laws of the State of California and having a principal place of business at 10350 Johnson Avenue, Cupertino, California 95014 (hereinafter termed "ASSIGNOR"), is the owner of the patents and patent applications identified in Attachment A (Patent Rights), and the trademarks and trademark applications also identified in Attachment A (Trademark Rights), all of which are registered or pending in the Patent Offices noted;

WHEREAS, Aerielle, Inc., is a corporation existing under the laws of the State of California and has a principal place of business at 100 Century Center Court #605, San Jose, California 95112 (hereinafter "ASSIGNEE");

AND WHEREAS, ASSIGNOR was merged into ASSIGNEE effective March 1, 2004, pursuant to that certain merger document, entitled, "PLAN OF REORGANIZATION AND MERGER AGREEMENT BETWEEN AERIELLE, INC. AND AERIELLE GROUP INTERNATIONAL," filed and recorded with the California Secretary of State on March 1, 2004.

NOW THEREFORE, ASSIGNOR hereby assigns and transfers to ASSIGNEE, to the extent owned by ASSIGNOR all of its right, title and interest in such Patent Rights, including any foreign counterparts, divisions, continuations, or reissues thereof, and in such Trademark Rights, and in and to all Letters Patent and all trademark registrations, and all Convention and Treaty Rights of all kinds, in all countries throughout the world, for all such subject matter, along with the right to sue and recover for past, present, and future patent and/or trademark infringement. Such assignment and transfer to be effective as of 1 March 2004.

IN WITNESS WHEREOF, the said Assignor has executed this instrument on the date of acknowledgment before the Notary Public as given below and delivered this instrument to said Assignee:

Date of Execution: 06-07-04 AERIELLE GROUP INTERNATIONAL, INC.

By:   
Arthur L. Cohen, President and CEO

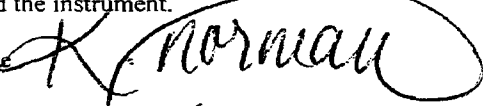
State of California,

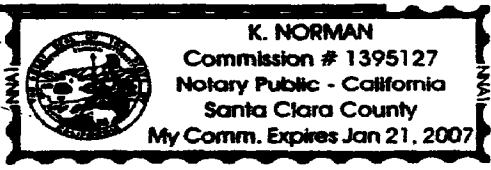
County of Santa Clara,

On 6-7-04, before me, K. Norman

personally appeared Arthur L. Cohen, President and CEO of Aerielle Group International, Inc., personally known to me (or proved to me on the basis of satisfactory evidence) to be the personal whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature 



*Corporate to Corporate Assignment of Patent and Trademark Rights*  
Assignor: Aerielle Group International, Inc.  
Assignee: Aerielle, Inc.  
Effective Date: 1 March 2004

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