

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MCINTOSH LABORATORY, INC.		10/03/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF THE WEST, as Agent
Street Address:	300 South Grand Avenue
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3283379	DYNAMIC POWER MANAGER
Registration Number:	656034	MCINTOSH
Registration Number:	980278	MC
Registration Number:	1090016	POWER GUARD
Registration Number:	1106001	MCINTOSH
Registration Number:	2022091	MCINTOSH
Registration Number:	2035338	MCINTOSH
Registration Number:	2303852	LD/HP
Registration Number:	2709210	MCINTOSH
Registration Number:	3218463	4DPM8
Registration Number:	4175831	LEGENDARY
Serial Number:	85377982	MCAIRE
Serial Number:	85700156	

CH \$340.00 3283379

CORRESPONDENCE DATA

Fax Number: 9497200182

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (949) 224-6291

Email: trademark@buchalter.com

Correspondent Name: Farah P. Bhatti, Esq.

Address Line 1: 18400 Von Karman Avenue, Suite 800

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ATTORNEY DOCKET NUMBER:	U5087-0010
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah P. Bhatti/
Date:	10/11/2012

Total Attachments: 11

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

October 3, 2012

SOHO USA, INC., a Delaware corporation ("Merger Sub") and MCINTOSH LABORATORY, INC., a Delaware corporation ("McIntosh"; Merger Sub and McIntosh, each individually, the "Debtor" and collectively, the "Debtors"), each of whose address is 2 Chambers Street, Binghamton, New York 13903 hereby acknowledge that, pursuant to the Agreement (defined below), they have granted to BANK OF THE WEST, a California corporation, as agent ("Secured Party"), whose address is 300 South Grand Avenue, Los Angeles, California 90071, a security interest in and to all of the Debtors' right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Debtors (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Debtors (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by the Debtors (the "Copyrights") to which such Trademarks, Patents, and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

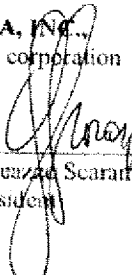
The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of October 3, 2012 (the "Agreement"), entered into among Debtor, the financial institutions party thereto, and Secured Party, as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

Prior to consummation of the McIntosh Acquisition:

SOHO USA, INC.
a Delaware corporation

By: 
Name: Galeazzo Scarampi
Title: President

After consummation of the McIntosh Acquisition:

MCINTOSH LABORATORY, INC.
a Delaware corporation

By: _____
Name: Charlie Randall
Title: President

Memorandum and Notice of Security Interest
in Intellectual Property

TRADEMARK
REEL: 004879 FRAME: 0988

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

Prior to consummation of the McIntosh Acquisition:

SOHO USA, INC.,
a Delaware corporation

By: _____
Name: Galeazzo Scarampi
Title: President

After consummation of the McIntosh Acquisition:

MCINTOSH LABORATORY, INC.,
a Delaware corporation

By:  _____
Name: Charlie Randall
Title: President

Memorandum and Notice of Security Interest
in Intellectual Property

TRADEMARK
REEL: 004879 FRAME: 0989

EXHIBIT A

Trademarks

See Attached

•McIntosh Trademark List

No.	Country	Trademark	Class	Application No.	Filing Date	Registration No.	Registration Date
1	China	McIntosh (Chinese var.)	9			1066143	07/28/97
2	China	McIntosh (main Chinese)	9			1530074	02/28/01
3	China	McIntosh (word)	9			1562317	04/28/01
4	China	McIntosh (logo)	9			1562318	04/28/01
5	Hong Kong	McIntosh/Globe	9			300685512	07/21/06
6	Hong Kong	McIntosh (word)	9			16821/2000	01/15/99
7	Hong Kong	McIntosh (logo)	9			16822/2000	01/15/99
8	Hong Kong	McIntosh (main Chinese)	9			69/1998	01/07/98
9	Hong Kong	McIntosh (logo)	9			B1324/1982	04/28/79
10	Indonesia	McIntosh (OE)	9			IDM000052660/ika 375854	10/05/05
11	Japan	McIntosh (word)	9	S49-13856	01/29/74	1,270,733	05/16/77
12	Japan	McIntosh in Katakana	9	S49-13857	01/29/74	1,270,734	05/16/77

No.	Country	Trademark	Class	Application No.	Filing Date	Registration No.	Registration Date
13	Japan	McIntosh&Globe	9	S49-13858	01/29/74	1,270,735	05/16/77
14	Japan	Mc (abbrev. logo)	9	S50-132558	11/11/75	1,363,006	12/22/78
15	Japan	McIntosh (logo)	9	S62-32332	03/27/87	2,250,458	07/30/90
16	Korea	McIntosh (word)	9			4000710060000	08/07/80
17	Malaysia	McIntosh (word)	9	96-03692	04/11/96	96-03692	04/11/96
18	Malaysia	McIntosh (logo)	9	96-03693	04/11/96	96-03693	04/11/96
19	Singapore	McIntosh/Globe	9			T78785941	12/22/78
20	Singapore	McIntosh [logo & word]	9			T99/01833E	02/26/99
21	Taiwan ROC	McIntosh (word)	9			118,182	07/16/79
22	Benelux	McIntosh (logo)	9			393,146	09/09/83
23	CTM	McIntosh/Globe	9	5204821	07/18/06	5204821	05/11/07
24	CTM	McIntosh (word)	9	816942	05/06/98	816942	03/08/00

No.	Country	Trademark	Class	Application No.	Filing Date	Registration No.	Registration Date
25	CTM	McIntosh (logo)	9	817106	05/06/98	817106	09/29/99
26	Italy	McIntosh (logo)	9			1,101,945	11/07/74
27	Norway	McIntosh (logo)	9			166989	02/09/95
28	Russia	McIntosh [word]	9			198820	04/16/01
29	Russia	McIntosh [logo]	9			201342	04/16/01
30	Spain	McIntosh (word)	9			1793909	06/05/96
31	Spain	McIntosh (logo)	9			1793910	06/05/96
32	Switzerland	McIntosh (word)	9			329,635	09/08/83
33	Great Britain	McIntosh/Globe	9	1106078	12/08/78	1106078	12/08/78
34	Saudi Arabia	McIntosh (logo)	9			348/63	08/01/95
35	Argentina	McIntosh (word)	9	2,751,160	06/11/07	2,242,720	08/12/08
36	Argentina	McIntosh (OE)	9			2,111,604/fka 1,596,890	04/10/96

No.	Country	Trademark	Class	Application No.	Filing Date	Registration No.	Registration Date
37	Brazil	McIntosh (logo - car)	9			818650737	03/31/98
38	Brazil	McIntosh (logo - home)	9			818650745	04/20/04
39	Colombia	McIntosh (logo)	9			206272	10/10/97
40	Mexico	McIntosh (logo)	9			425,686	11/18/92
41	Uruguay	McIntosh (word)	9	404199	08/04/09	404,199	09/21/11
42	Canada	McIntosh (word)	9			389,445	10/25/91
43	USA	Dynamic Power Manager	9	76/625,392	12/23/04	3,283,379	08/21/07
44	USA	McIntosh (old logo)	9	72/016,614	09/28/56	656,034	12/24/57
45	USA	Mc (Abrev logo)	9	72/426,024	06/01/72	980,278	03/12/74
46	USA	Power Guard	9	73/091,479	06/24/76	1,090,016	04/25/78
47	USA	McIntosh (logo)	9	73/152,397	12/16/77	1,106,001	11/14/78

No.	Country	Trademark	Class	Application No.	Filing Date	Registration No.	Registration Date
48	USA	McIntosh (word)	9	75/040,373	12/26/95	2,022,091	12/10/96
49	USA	McIntosh (logo)	9	75/040,372	12/26/95	2,035,338	02/04/97
50	USA	LD/HP	9	75/537,056	08/17/98	2,303,852	12/28/99
51	USA	McIntosh/Globe	9	76/427,065	07/02/02	2,709,210	04/22/03
52	USA	4DPM8 Logo	9	76/625,394	12/23/04	3,218,463	03/13/07
53	USA	LEGENDARY	9	77/268,646	08/30/07	4,175,831	07/17/12
54	USA	McAIRE	9	85/377,982	07/21/11		
55	USA	Color BLUE	9	85/700,156	08/09/12		
56	USA	LEGENDARY PERFORMANCE					
57	Australia	McIntosh (word)	9			654617	01/31/97

EXHIBIT B

Patents

<u>Patent Description</u>	<u>Registration No./ Application No.</u>	<u>Issue Date/ File Date</u>
Output Connector	D649,121	11/22/2011

EXHIBIT C

Copyrights

Title

Registration No.

Registration Date

NONE