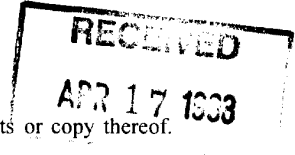


Client Code: SOSOKA.001DA

04-29-1998



SHEET



100697055

TO THE ASSISTANT COMMISSIONER FOR PATENTS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

- 1. John R. Sosoka, Jr.
- 2. Brooke Abercrombie
- 3. Brad Emerson
- 4. Adam Gerstein

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

2. Name and address of receiving party(ies):

**Name:** Neurosmith  
**Internal Address:**  
**Street Address:** 5030 E. Second St., #206  
**City:** Long Beach **State:** CA **ZIP:** 90803

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)  
February 6, 1998

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

( ) Application(s) filed herewith Execution Date(s):

Patent Application No.: 29/083,323  
 Filing Date: February 6, 1998

( ) Patent No.:  
Issue Date:

Additional numbers attached? ( ) Yes (X) No

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

**Name:** Richard C. Gilmore  
 KNOBBE, MARTENS, OLSON & BEAR, LLP  
**Customer No. 20,995**  
**Internal Address:** Sixteenth Floor  
**Street Address:** 620 Newport Center Drive  
**City:** Newport Beach **State:** CA **ZIP:** 92660  
**Attorney's Docket No.:** SOSOKA.001DA

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and patents involved: 1

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Richard C. Gilmore  
Name of Person Signing

Richard C. Gilmore  
Signature

4-14-98

Date

37,335  
Registration No.

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Patents  
 Box Assignments  
 Washington, D.C. 20231

04/28/1998 DCDATES 00000155 29083323

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04/3/98

40.00 DP

KNOBBE, MARTENS, OLSON & BEAR, LLP  
 620 NEWPORT CENTER DR. 16TH FLOOR NEWPORT BEACH, CA 92660  
 (714) 760-0404 FAX (714) 760-9502

PATENT  
 REEL: 9121 FRAME: 0085

MRD 4-17-98

ASSIGNMENT

WHEREAS, We, John R. Sosoka, Jr., a United States citizen, residing at 145 La Verne Avenue, Long Beach, California 90803, Brooke Abercrombie, a United States citizen, residing at 232 Avenue G, Redondo Beach, California 90803, Brad Emerson, a United States citizen, residing at 1300 Adams Avenue, #7F, Costa Mesa, CA 92625, and Adam Gerstein, a United States citizen, residing at 522 The Strand, Hermosa Beach, California 90254, have invented certain new and useful improvements in a MUSIC BLOCKS for which we have executed an application for Letters Patent in the United States, on even date herewith;

AND WHEREAS, Neurosmith, LLC (hereinafter "ASSIGNEE"), a California Corporation, with its principal place of business at 5030 E. Second Street, #206, Long Beach, California 90803, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) each to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 6 day of February, 1997.

John R. Sosoka, Jr.  
John R. Sosoka, Jr.

STATE OF California  
COUNTY OF Los Angeles

On 2/6/98, before me, Marsha Jeffer personally appeared John R. Sosoka, Jr. ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person ~~(X)~~ whose name ~~(X)~~ is subscribed to the within instrument, and acknowledged to me that ~~he~~ executed the same in his authorized capacity ~~(X)~~, and that by his signature ~~(X)~~ on the instrument the person ~~(X)~~, or the entity upon behalf of which the person ~~(X)~~ acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Marsha Jeffer  
Signature

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 2<sup>nd</sup> day of February, 1998

Brooke Abercrombie  
Brooke Abercrombie

STATE OF California  
COUNTY OF Los Angeles

]] ss.  
]]

On 6<sup>th</sup> Feb 1998, before me, Sharon Butler Notary Public personally appeared Brooke Abercrombie personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity(ies), and that by her signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Sharon Butler  
Signature

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this \_\_\_ day of \_\_\_\_\_, 19\_\_.

Brad Emerson  
Brad Emerson

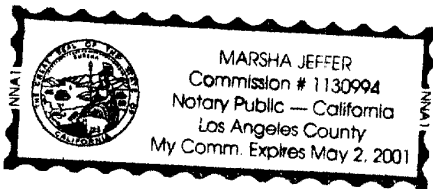
STATE OF California  
COUNTY OF Los Angeles

On 2/6/98, before me, Marsha Jeffer personally appeared Brad Emerson personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Marsha Jeffer  
Signature



IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 6<sup>th</sup> day of February, 1998

Adam Gerstein  
Adam Gerstein

STATE OF California }  
COUNTY OF Los Angeles } ss.

On 6<sup>th</sup> Feb 1998, before me, Sharon Butler, Notary Public, personally appeared Adam Gerstein ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) ~~is/are~~ subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Sharon Butler  
Signature