Client Code: SOSOKA.000

RECORDATION FORM COV PATENTS ONLY

09-29-2000

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101474925 TO THE ASSISTANT COMMISSIONER FOR PATENTS: Please record the attached Name of conveying party(ies): (If multiple assignors, list 2. Name and address of receiving par numerically) Name: Neurosmith, LLC John R. Sosoka, Jr. 1. Internal Address: #206 2. Brooke Abercrombie Street Address: 5030 East 2nd Str 3. **Brad Emerson** City: Long Beach State: CA ZIP Adam Gerstein Additional name(s) of receiving palty(ies) attached Additional name(s) of conveying party(ies) attached? () Yes (X) () Yes (X) No Nature of conveyance: 3. Application number(s) or Patent number(s): (x) Assignment () Application(s) filed herewith Execution Date(s): () Merger Security Agreement ()(X) Patent Application No.: 09/518,471 Change of Name Filing Date: March 3, 2000 Other: Execution Date: (If multiple assignors, list execution Patent No .: () dates in numerical order corresponding to numbers indicated in Issue Date: I above) Additional numbers attached? () Yes (X) No September 12, 2000 1. 2. September 12, 2000 September 8, 2000 3. August 12, 2000 Name and address of party to whom correspondence Total fee (37 CFR 3.41): \$40 concerning document should be mailed: (X) Enclosed Gordon H. Olson (X) Name: Authorized to be charged to deposit account if any KNOBBE, MARTENS, OLSON & BEAR, LLP additional fees are required, or to credit any overpayment Customer No. 20,995 Internal Address: Sixteenth Floor Street Address: 620 Newport Center Drive 8. Deposit account number: 11-1410 City: Newport Beach State: CA ZIP: 92660 Attorney's Docket No.: SOSOKA.002A Please charge this account for any additional fees which may be required, or credit any overpayment to this account. Total number of applications and patents involved: 1 6. 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. 9/15/00 rdm H. alm Gordon H. Olson Name of Person Signing 20,319 Registration No. Total number of pages including cover sheet, attachments and document: **

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

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Assistant Commissioner for Patents Box Assignments

Washington, D.C. 20231

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Application No.: 09/518,471 Filing Date: March 3, 2000

Client Code: ~SOSOKA.002A

Page 1

ASSIGNMENT

WHEREAS, We, , John R. Sosoka, Jr., a U.S. citizen, residing at 145 La Verne Avenue, Long Beach, CA 90803, Brooke Abercrombie, a U.S. Citizen, residing at 1679 Los Robles Ave., San Marino, CA 91108, Brad Emerson, a U.S. Citizen, residing at 1300 Adams Avenue, #7F, Costa Mesa, CA 92625, and Adam Gerstein, a U.S. citizen, residing at 522 The Strand, Hermosa Beach, CA 90254, have invented certain new and useful improvements in an EDUCATIONAL MUSIC INSTRUMENT FOR CHILDREN for which we have filed an application for Letters Patent in the United States, 09/518,471, filed March 3, 2000;

AND WHEREAS, NEUROSMITH, LLC (hereinafter "ASSIGNEE"), a California Corporation, with its principal place of business at 5030 East 2nd Street, #206, Long Beach, CA 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) to me 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, 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, 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, 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, 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 12 day of September, 2000. John R. Sosoka. Jr.

STATE OF California ss.

On 12 teptember 2000 before me, Sharon Butler, Ndary, personally appeared John R. Sosoka, Jr. 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 (jes), 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 Commission # 1258529 Notary Public - California Los Angeles County My Comm. Expires Apr 24, 2004 Sharon Butter

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Application No.: 09/518,471	Client Code: SOSOKA.002
Filing Date: March 3, 2000	Page

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 121 day of September 20 DD

Brooke Abercrombie STATE OF California county of Los Angeles } ss. On 124 September 2000 before me, Sharen Butlet Notary Rubic, 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(so) 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. Notary Signature [SEAL] SHARON BUTLER Commission # 1258529 Notary Public - California Los Angeles County My Comm. Expires Apr 24, 2004 IN TESTIMONY WHEREOF, I hereunto set my hand and seal this & day of Sept, 2000 STATE OF CALIFORNIA ss. On 9-8-00, before me, Shawn N Con Nto 4 P, 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. Notary Signature [SEAI SHAWN R. CONN

COMM...1184743 NOTARY PUBLIC-CALIFORNIA ORANGE COUNTY My Term Exp. May 24, 2002

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FROM : TEXYARD