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

1. Name of conveying party(ies):

Lucio Proni

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

Name: JL Audio, Inc.

Address: 10369 N. Commerce Parkway

Additional names(s) of conveying party(ies)

Yes No

3. Nature of conveyance:

2-9-01

Assignment

Merger

Security Agreement

Change of Name

Other

City: Miramar

State/Prov.: FL

Country: US

ZIP: 33025

Execution Date: January 17, 2001

Additional name(s) & address(es)

Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

B. Patent No.(s)

09/733,174

December 8, 2000

Additional numbers

Yes No

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

Name: Thomas L. Kautz

Registration No. 28,726

Address: One East Broward Boulevard, Suite 1300

City: Fort Lauderdale

State/Prov.: FL

Country: US

ZIP: 33301

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number:

08-2625

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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.

Thomas L. Kautz

Thomas L. Kautz

February 6, 2001

Name of Person Signing

Signature

Date

4

Total number of pages including cover sheet, attachments, and

PATENT

REEL: 011514 FRAME: 0294

WHEREAS, Lucio Proni of 2571 Mayfair Lane, Weston, Florida 33327 is the sole and exclusive owner of the entire right, title and interest in and to the United States patent application listed on Schedule A attached hereto ("Patent Application"); and

WHEREAS, JL Audio, Inc., a Florida corporation, having a place of business at 10369 N. Commerce Parkway, Miramar, Florida 33025, is desirous of acquiring the entire right, title and interest in, to and under said Patent Application and the inventions described in and covered thereby ("Inventions").

NOW, THEREFORE, in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Lucio Proni does hereby sell, assign, transfer and set over to JL Audio, Inc., its entire right, title and interest in and to the Patent Application, including all divisions, continuations, continuations-in-part, re-exams, re-issues and extensions thereof, including all right, title and interest in and to any and all improvements to the Inventions described in and covered by the Patent Application; and all right, title and interest in and to any counterparts or legal equivalents thereof in a foreign country, including the right to claim priority under the Paris Convention for the Protection of Industrial Property, the International Patent Cooperative Union, European Patent Convention, Common Market Convention, or any other Convention or Union for each country of said Convention or Union; and all rights of priority resulting from the filing of the Patent Application, the same to be held and enjoyed by JL Audio, Inc. for their own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, to the end of the term or terms of such patent as may be granted on the Patent Application, as fully and entirely as the same would have been held and enjoyed by Lucio Proni if this assignment and sale had not been made; together with all claims for damages by reason of past infringement of such patent, with the right to sue for and collect the same for his own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, FURTHER, Lucio Proni hereby authorizes and requests any official whose duty it is to issue patents to issue any and all patents on the Inventions or resulting from the Patent Application, or any divisions, continuations, continuations-in-part, or re-issues thereof to JL Audio, Inc., as assignee of the entire interest, and hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

IN WITNESS WHEREOF, Lucio Proni has caused this Patent Assignment to be executed on this 17th day of January, 2001.

LP

LUCIO PRONI

STATE OF FLORIDA)
COUNTY OF Broward) SS:

The foregoing instrument was acknowledged before me this 17th day of January, 2001, by Lucio Proni. He is personally known to me or ~~has produced~~ as identification.

By: Marianne Von Feldt
Notary Public



Marianne Von Feldt
My Commission CC782935
Expires October 14, 2002

SCHEDULE A

UNITED STATES PATENT APPLICATION

Application Serial No.: 09/733,174
Filing Date: December 8, 2000
Title: LOUDSPEAKER WITH IMPROVED DIAPHRAGM

FTL1 #519719 v1