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IN FORM COVER SHEET

ATTENTS ONLY

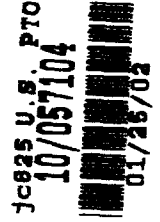
To the Hon. Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

JUSTIN L. ALLEN
an individual residing at
729 South Nassau
Mesa, Arizona 85206

1-25-02

STEVEN M. DOMER
an individual residing at
6446 East Trailridge Circle · Lot #83
Mesa, Arizona 85215



01/31/2002 HDEMESS1 00000050 10057104
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2. Name and Address of receiving Party(ies):

ACOUSTIC TECHNOLOGIES, INC.
a Delaware Corporation having its
principal place of business at
1620 South Stapley Drive · Suite 201
Mesa, Arizona 85204 U.S.A.

3. Nature of conveyance:

Assignment
 Security Agreement

Change of Name
 Merger

Other:
Execution Date: January 22, 2002

4. Application number(s) or patent number(s). Additional sheet attached? Yes No

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

Date: January 24, 2002

A. Patent Application No(s).
Filed

10,057104

B. Patent No(s).

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

Paul F. Wille
6407 East Clinton Street
Scottsdale, Arizona 85254

6. Total number of applications and patents involved:

1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

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.

Paul F. Wille
Name of person signing

Paul F. Wille
Signature

January 25, 2002

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

This Assignment is made and executed this 22nd day of January, 2002, by and between:

JUSTIN L. ALLEN)
an individual residing at)
729 South Nassau)
Mesa, Arizona 85206) Hereinafter referred
) to as "ASSIGNORS"
STEVEN M. DOMER)
an individual residing at)
6446 East Trailridge Circle · Lot #83)
Mesa, Arizona 85215)

and

ACOUSTIC TECHNOLOGIES, INC.)
a Delaware Corporation having its) Hereinafter referred
principal place of business at) to as "ASSIGNEE"
1620 South Stapley Drive · Suite 201)
Mesa, Arizona 85204 U.S.A.)

WITNESSETH:

WHEREAS, ASSIGNORS are the joint inventors of the improvements described and claimed in the application for United States Letters Patent executed concurrently herewith and entitled *Analog Voice Activity Detector for Telephone*, hereinafter referred to as "PATENT RIGHTS;"

WHEREAS, ASSIGNORS desire to assign all right, title and interest in and to the above identified PATENT RIGHTS to ASSIGNEE;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt of which is hereby acknowledged:

1. ASSIGNORS do hereby sell and assign to ASSIGNEE, its successors and assigns, the entire right, title and interest in and to the improvements described and claimed in the above identified PATENT RIGHTS, including: (a) any and all domestic and foreign patents and applications therefor based upon said improvements; (b) any and all divisions, reissues, continuations, continuations-in-part, and extensions based upon the above-identified patents and applications therefor; and (c) any and all rights of priority resulting from the filing of any of the above-identified patent applications in the United States or any foreign country.

2. ASSIGNORS hereby authorize and request any official whose duty it is to issue patents to issue any patent or any reissued patent which may be based upon the improvements described and claimed in the above-identified PATENT RIGHTS to ASSIGNEE or its successors or assigns.

3. ASSIGNORS hereby agree upon request and without further consideration, but at the expense of ASSIGNEE: (a) to communicate to ASSIGNEE, or its representatives or nominees, any facts known to ASSIGNORS relating to the above-identified PATENT RIGHTS; (b) to testify in any

