



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

1. Name of conveying party(ies): Lucasfilm Ltd.
Additional name(s) of conveying party(ies) attached?
Yes No

11-21-02

2. Name and address of receiving party(ies):
Inlighten, Inc.
Street Address:
1600 Los Gamos Drive, Suite 231
City / State:
San Rafael, CA 94903
Additional name(s) of receiving party(ies) attached?
Yes No

3. Nature of conveyance:
 Assignment Security Agreement
 Merger Change of Name
Execution Date: May 6, 2002

4. Application number(s) or Patent Number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s) B. Patent No.(s)
09/714,599, filed 11/15/00
60/331,365, filed 1/8/02
10/074,604, filed 2/11/02
Additional numbers attached? Yes No

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FINANCE SECTION

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Christopher A. Vanderlaan
Address: Irell & Manella LLP
1800 Avenue of the Stars
Suite 900
City: Los Angeles
State: CA
Zip: 90067

6. Total no. of applications and patents involved: three
7. Total fee (37 CFR 3.41): \$ 120.00
 Enclosed
 Authorized to charge to deposit account
8. Deposit account number: 09-0946

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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.*
Christopher A. Vanderlaan, Reg. No. 37,747 November 15, 2002
Name of person signing Signature Date

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Total number pages including cover sheet, attachments, and documents: 4

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EXHIBIT D

PATENT APPLICATION ASSIGNMENT

This Patent Application Assignment (this "*Assignment*"), dated as of May __, 2002, is entered into between Lucasfilm Ltd., a California corporation ("*Seller*"), and Inlighten, Inc., a Delaware corporation ("*Buyer*"), and is made contemporaneously with the acquisition by Buyer of certain assets of Seller.

RECITALS

A. Buyer and Seller have entered into an Asset Purchase Agreement dated as of May __, 2002 (the "*Asset Purchase Agreement*") which provides, among other things, for the acquisition by Buyer of certain assets of Seller.

B. Seller desires to transfer and assign all of its right, title to, and interest in the Patents utilized exclusively in the operation of the Business and which constitute part of the Purchased Assets set forth in Attachment 1 (the "*Transferred Patent Application*") to Buyer, and Buyer wishes to acquire the Transferred Patent Application. The Transferred Patent Application shall include all foreign counterparts (including patent, utility model and industrial designs), if any, specifically relating thereto.

C. Capitalized terms used herein shall have the meanings given them in the Asset Purchase Agreement, unless otherwise defined herein.

AGREEMENT

NOW, THEREFORE, for the consideration specified in the Asset Purchase Agreement and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby grant, bargain, transfer, sell, assign, convey and deliver to Buyer all right, title to, and interest in the Transferred Patents. The right, title and interest is to be held and enjoyed by Buyer and Buyer's successors and assigns as fully and exclusively as it would have been held and enjoyed by Seller had this assignment not been made, including all rights of action and damages for past infringement, for the full term of the Transferred Patent Application, or of any renewal, reissue, prolongation or extension thereof.

Buyer hereby acknowledges that Seller is not making any representation or warranty with respect to the Transferred Patent Application being conveyed hereby except as specifically set forth in the Asset Purchase Agreement.

IN WITNESS WHEREOF, this Assignment has been duly executed on behalf of Seller by its duly authorized officer as of the date first written above

LUCASFILM LTD.

[Handwritten Signature]
Name:
Title:

STATE OF California

)
) ss.

COUNTY OF Marin

On May 6, 2002, before me, Lisa A. Goben ^{Notary Public} personally appeared Gordon Radley, 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/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their 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.

Lisa A. Goben
Notary Public in and for said
County and State

[SEAL]



ATTACHMENT 1

Digital Cinema Test Signal	App. Filed 11/15/00 App. 09/714,599
Automobile Sound System	App. Filed 1/8/2002 App. 60/331,365
Sound System and Method of Sound Reproduction	App. Filed 1/8/2002
Automobile Sound System	App. Filed 2/8/2002
Sound System and Method of Sound Reproduction	App. Filed 2/8/2002 App. PCT/US02/03380
Sound System and Method of Sound Reproduction	Filed 2/11/2002 App. 10/074,604