

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
Headplay, Inc.	06/15/2007
Headplay Canada, Inc.	06/15/2007

RECEIVING PARTY DATA

Name:	Headplay (Barbados) Inc.
Street Address:	Chamberlain Place, Broad Street
City:	Bridgetown
State/Country:	BARBADOS

PROPERTY NUMBERS Total: 8

Property Type	Number
Patent Number:	6989935
Patent Number:	7057824
Application Number:	11049361
Application Number:	11284759
Application Number:	11396948
Application Number:	11635891
Application Number:	29260453
Application Number:	29260451

CORRESPONDENCE DATA

Fax Number: (214)855-8200

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2148557456

Email: lgibson@fulbright.com

Correspondent Name: James A. Glenn, Jr.

Address Line 1: 2200 Ross Avenue

Address Line 2: Suite 2800

PATENT

500437982

REEL: 020353 FRAME: 0113

OP \$320.00 6989935

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

54729/G999999/09807571

NAME OF SUBMITTER:

Linda L. Gibson

Total Attachments: 6

source=HEADPLAYAM1#page1.tif

source=HEADPLAYAM1#page2.tif

source=HEADPLAYAM1#page3.tif

source=HEADPLAYAM1#page4.tif

source=HEADPLAYAM1#page5.tif

source=HEADPLAYAM1#page6.tif

AMENDMENT I
RECORDING DOCUMENT

HEADPLAY, INC., a Delaware Corporation
with a head office in Calgary, Alberta, Canada
("U.S. Co")

OF THE FIRST PART

- and -

HEADPLAY CANADA, INC., an Alberta Corporation
with a head office in Calgary, Alberta, Canada
("CanCo")

OF THE SECOND PART

- and -

HEADPLAY (BARBADOS) INC., an International
Business Corporation established under the laws of
Barbados, with its registered office at Chamberlain Place,
Broad Street, Bridgetown, Barbados.
("Assignee")

OF THE THIRD PART

This Amendment is to acknowledge the "Transfer Agreement" made effective June 15, 2007,
namely:

"In consideration of the payment of the Purchase Price by the Assignee, each of U.S. Co and CanCo do hereby sell, transfer and assign to the Assignee all of their rights, title and interest in and to the Intellectual Property, all previous, current and future versions of the Technology and of the Further Developments, including works in progress, and all inventions, technical information, design specifications, source code, procedures, processes, trade secrets, know-how, methods, practices, techniques, information, parts, diagrams, drawings, specifications, blueprints, lists of materials, labor and general costs, production manuals, software programs and data relating thereto or to the development, support of maintenance thereof and all copyrights, patent rights, trade secret rights, trademark rights, domain names, URL's, mask works rights, industrial design rights, and all other intellectual and industrial property rights of any kind whatsoever, and all business, contractual rights causes of action and goodwill in or with respect to any of the foregoing, which without restricting the generality of the following will include assignment of the registrations set forth in Schedule "A" and Schedule "B" attached hereto

together with all rights of each of U.S. Co and CanCo under the Technology License."

IN WITNESS WHEREOF, this Acknowledgement has been executed by duly authorized signatories of the Parties as of the date first above written.

HEADPLAY, INC.

By: 

Name: Ian T. Tweedie

Title: C.F.O.

HEADPLAY CANADA, INC.

By: 

Name: Rayford L. Pruitt

Title: Secretary/General Counsel

HEADPLAY (BARBADOS) INC.

By: 

Name: John Paul Jones

Title: Director

SCHEDULE "A"
PATENTS

USA

Patent No. 6,989,935 – P004US (10304066)

Patent No. 7,057,824 – P005US (10304870)

Patent Application No. 11/049,361 – P007US (10501431)

Patent Application No. 11/284,759 – P004CP1 (10508852)

Patent Application No. 11/396,948 – P005D1 (10511371)

Patent Application No. 11/635,891 – P008US (10508851)

Patent Application No. 29/260,453 – D001US (10603080)

Patent Application No. 29/260,451 – D002US (10603081)

Australia

Patent Application No. 2003297061 – P004AU (10607336)

Patent Application No. 2003299615 – P005AU (10607396)

Patent Application No. 2005273036 – P007AU (10607873)

Brazil

Patent Application No. 0318642-3 – P005BR (10607397)

Patent Application No. 0318647-4 – P004BR (10607337)

Patent Application No. 0507539-4 – P007BR (10607874)

Canada

Patent Application No. 2548224 – P005CA (10607399)

Patent Application No. 2548398 – P004CA (10607338)

Patent Application No. 2553522 – P007CA (10607875)

China

Patent Application No. 200380110982.X – P004CN (10607872)

Patent Application No. 200380111008.5 – P005CN (10607400)

Patent Application No. 200580004484.6 – P007CN (10607876)

EPO

Patent Application No. 03819156.5 – P004EP (10607339)

Patent Application No. 05806066.6 – P007EP (10607877)

Patent Application No. 03799904.2 – P005EP (10607401)

Hong Kong

Patent Application No. 07101945.7 – P004HK (10702728)

Patent Application No. 07103410.9 – P005HK (10703898)

Patent Application No. 07104998.7 – P007HK (10705393)

Hungary

Patent Application No. HU20020003993 20021119

Indonesia

Patent Application No. W002006 01642 – P004ID (10607340)

Patent Application No. W002006 01643 – P005ID (10607402)

Patent Application No. W002006 02204 – P007ID (10607880)

India

Patent Application No. 3295/DELNP/2006 – P005IN (10607403)

Patent Application No. 3303/DELNP/2006 – P004IN (10607341)

Patent Application No. 4092/DELNP/2006 – P007IN (10607881)

Japan

Patent Application No. 2005-512,420 – P005JP (10607404)

Patent Application No. 2005-512,421 – P004JP (10607342)

Patent Application No. 2006-553,348 – P007JP (10607882)

Republic of Korea

Patent Application No. 10-2006-7013996 – P005KR (10607406)

Patent Application No. 10-2006-7014004 – P004KR (10607350)

Patent Application No. 10-2006-7018456 – P007KR (10607883)

Mexico

Patent Application No. PA/a/2006/006604 – P005MX (10607407)

Patent Application No. PA/a/2006/006605 – P004MX (10607351)

Patent Application No. PA/a/2006/008492 – P007MX (10607884)

Russia

Patent Application No. 2006124847 – P004RU (10607354)

Patent Application No. 2006124859 – P005RU (10607409)

Patent Application No. 2006132387 – P007RU (10607885)

Singapore

Patent Application No. 200603876-4 – P004SG (10607355)

Patent Application No. 200603877-2 – P005SG (10607408)

Patent Application No. 200604948-0 – P007SG (10607886)

Taiwan

Patent Application No. 092136589 – P004TW (10315835)

Patent Application No. 092136604 – P005TW (10315837)

PCT

Patent Application No. PCT/US2003/039768 – P004WO (10315834)

Patent Application No. PCT/US2003/039756 – P005WO (10315836)

Patent Application No. PCT/US2005/004772 – P007WO (10501433)