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To the Honorable Commissioner of Patents

to original documents or copy thereof.

1. Name of conveying party(ies):

Starkey Laboratories, Inc.

MRD 2-26-99

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 1, 1999

2. Name and address of receiving party(ies)

Name: LaSalle National Bank, as agent

Internal Address:

Street Address: 135 South LaSalle

City: Chicago State: IL ZIP: 60603

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a correct representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

03/01/1999

01
02

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn
33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved

92

7. Total 3,411.....\$ 2,315.00

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page 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.

Laura Konrath

Name of Person Signing

Laura Konrath
Signature

2/18/99

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 1857 FRAME: 0635

Item 4

STARKEY LABORATORIES TRADEMARK PORTFOLIO

Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
① 3150-0101f	U.S.	SHARE THE JOY OF BETTER ..	Registered	74/077,653	7/12/90	1,716,744	9/15/92
3150-0102F(DE)	GERMANY	AUDIBEL	REGISTERED	ST17450/10	6/21/91	2,014,870	6/2/92
3150-0102F(IT)	ITALY	AUDIBEL	REGISTERED	18466C/88	3/8/88	98C000864	3/8/90
3150-0102F(MX)	MEXICO	AUDIBEL	REGISTERED	117834	7/11/91	403641	1/15/92
② 3150-0102T	U.S.	AUDIBEL	Registered	74/181,598	7/2/91	1,707,953	8/18/92
3150-0103F(AR)	ARGENTINA	STARKEY	REGISTERED	1.576.544		1.398.615	6/30/92
3150-0103F(AT)	AUSTRIA	STARKEY (Device)	REGISTERED	AM 3319/89	7/12/89	128.803	12/21/89
3150-0103F(AU)	AUSTRALIA	STARKEY & S Device label	REGISTERED	519,851	9/22/89	519851	9/22/89
3150-0103F(BR)	BRAZIL	STARKEY (& DESIGN)	REGISTERED	815051743	8/16/89	815051743	6/18/91
3150-0103F(BX)	BENELUX	STARKEY & S Design	REGISTERED	728,809	5/10/89	461,251	5/10/89
3150-0103F(CN)	CHINA	STARKEY & S Design	REGISTERED	8932140	9/16/89	527683	8/30/90
3150-0103F(CO)	COLUMBIA	S STARKEY + GRAPHIC	REGISTERED	316667	2/13/90	148864	2/25/94
3150-0103F(DE) 1	GERMANY	S DESIGN	REGISTERED	ST17834/10WZ	2/26/92	2027508	1/4/93
3150-0103F(DE) 2	GERMANY WEST	STARKEY (word)	REGISTERED	ST13699/10	11/30/83	1066490	7/30/84
3150-0103F(DK)	DENMARK	STARKEY & S DESIGN word...	REGISTERED	3358/1989	5/9/89	1831/1992	3/27/92
3150-0103F(EG)	EGYPT	STARKEY & S Design	REGISTERED	76639	3/11/90	76639	9/11/93
3150-0103F(ES)	SPAIN	STARKEY & DEVICE	REGISTERED	1508787	6/29/89	1,508.787	10/25/91
3150-0103F(FI)	FINLAND	STARKEY -FIG-	REGISTERED	2414/89	5/11/89	114955	11/20/91
3150-0103F(FR)	FRANCE	STARKEY (DEVICE)	REGISTERED	142.793	7/10/89	1,540.873	7/20/89
3150-0103F(GB)	UNITED KINGDOM	STARKEY & S Device	REGISTERED	1390342	7/19/89	1390342	2/7/92
3150-0103F(GR)	GREECE	"STARKEY" and Design	REGISTERED	96275	11/2/89	2463044	

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0103F(HK)	HONG KONG	STARKEY & S Device	REGISTERED	92 12185	6/11/92	3811/94	6/28/94
3150-0103F(HU)	HUNGARY	STARKEY (device)	REGISTERED	2413/90	6/20/90	130.519	7/23/91
3150-0103F(IE)	IRELAND	S STARKEY (Device)	REGISTERED	5584/92	10/22/92	156065	4/26/95
3150-0103F(IL)	ISRAEL	STARKEY device	REGISTERED	84304	8/5/92	84304	5/10/95
3150-0103F(IN)	INDIA	STARKEY & S DESIGN	PENDING	510373	5/15/89		
3150-0103F(IT)	ITALY	STARKEY & S DESIGN	REGISTERED	23068C/86	11/11/86	487,508	2/1/88
3150-0103F(JP) 1	JAPAN	S & Design with STARKEY	REGISTERED	62-84,875		2,234,266	6/28/90
3150-0103F(JP) 2	JAPAN	STARKEY & "S" DESIGN	REGISTERED	54,610/1989	5/15/89	2,363,594	12/25/91
3150-0103F(JP) 3	JAPAN	STARKEY (Word)	REGISTERED	84,870/1987		2,184,373	10/31/89
3150-0103F(JP) 4	JAPAN	S (DES)	REGISTERED	62-84,873		2,234,265	6/28/90
3150-0103F(JP) 5	JAPAN	STARKEY in Japanese characters	REGISTERED	84,872/1987		2,184,374	10/31/89
3150-0103F(KR) 1	KOREA	STARKEY & "S" DESIGN	REGISTERED	89-23665	9/9/89	201537	9/25/90
3150-0103F(KR) 2	KOREA	STARKEY	REGISTERED	96-14807	4/13/96	37991	10/28/97
3150-0103F(KR) 3	KOREA	STARKEY - Korean phonetic...	REGISTERED	96-014808	4/13/96	379992	10/28/97
3150-0103F(MX)	MEXICO	S STARKEY (and design)	REGISTERED	73341	10/6/89	376022	4/25/90
3150-0103F(MY)	MALAYSIA	STARKEY & DEVICE	REGISTERED	92/3336	5/20/92	92/03336	5/14/98
3150-0103F(NO)	NORWAY	STARKEY, logo	REGISTERED	89.2327	5/10/89	142.,228	7/26/90
3150-0103F(NZ)	NEW ZEALAND	S STARKEY stylised & device	REGISTERED	193009	5/8/89	193009	12/12/92
3150-0103F(PE)	PERU	STARKEY + logo	REGISTERED	11923	5/30/96	31204	11/22/96
3150-0103F(PH)	PHILIPPINES	STARKEY & S DEVICE	REGISTERED	83024	10/15/92	59270	9/21/94
3150-0103F(PL)	POLAND	STARKEY (Device)	REGISTERED	98735	4/30/91	73.334	1/25/94
3150-0103F(PT)	PORTUGAL	STARKEY (Device)	REGISTERED	257.027	7/12/89	257.027	12/7/92
3150-0103F(RU)	RUSSIAN FED.	STARKEY & S DESIGN	REGISTERED	116244	10/27/89	89707	6/25/90
3150-0103F(SA)	SAUDI ARABIA	STARKEY & S DESIGN	REGISTERED	18241	8/2/92	391/90	8/26/98
3150-0103F(SE)	SWEDEN	S STARKEY Device	REGISTERED	89-5274	6/1/89	227566	11/8/91
3150-0103F(TR)	TURKEY	STARKEY & S DESIGN	REGISTERED	145993	6/24/93	145993	6/24/93

Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0103F(TW)	TAIWAN	STARKEY & S DESIGN	REGISTERED	78-22705	5/17/89	477258	4/1/90
3150-0103F(VE)	VENEZUELA	STARKY & S DESIGN	PENDING	19930-89	12/26/89		
2 3150-0103T	U.S.	STARKEY	Registered	74/221,628	11/14/91	1,706,517	8/11/92
3 3150-0104T	U.S.	UNITED BENEFITS FOR HEAR...	Registered	75/154,730	8/21/96	2,141,529	3/3/98
4 3150-0105T	U.S.	UBH	Registered	75/154,731	8/21/96	2,139,733	2/24/98
5 3150-0109T	U.S.	STARKEY.COM	Registered	75/092,785	4/23/96	2,096,909	9/16/97
6 3150-0111T	U.S.	SMART (STYLIZED)	Pending	75/214,434	12/17/96		
7 3150-0112T	U.S.	THE HEARING AID MAINT...	Registered	75/270,987	4/8/97	2,188,631	9/8/98
8 3150-0113F(CA)	CANADA	SYNERGY	REGISTERED	845,595	5/21/97	TMA504,892	12/2/98
3150-0113F(CH)	SWITZERLAND	SYNERGY	REGISTERED	04030/1997	5/21/97	450825	5/23/97
3150-0113F(CT)	EP COMMUNITY	SYNERGY	PENDING	529,958	5/7/97		
3150-0114F(JP)	JAPAN	SECRET EAR	REGISTERED	03-020761	2/28/91	2,532,391	4/28/93
3150-0114T	U.S.	SECRET EAR	Registered	74/077,054	7/10/90	1,685,170	5/5/92
3150-0115T	U.S.	HEARNET	Registered	74/669,776	5/4/95	2,044,742	3/11/97
3150-0117F(AR)	ARGENTINA	ULTIMA	PENDING	2,108,241	10/13/97		
3150-0117F(AU)	AUSTRALIA	ULTIMA	PENDING	746,272	10/14/97		
3150-0117F(BR)	BRAZIL	ULTIMA	PENDING	820365637	11/10/97		
3150-0117F(CA)	CANADA	ULTIMA	PENDING	850,139	7/8/97		
3150-0117F(CH)	SWITZERLAND	ULTIMA	REGISTERED	08074/97	10/8/97	451621	5/22/98
3150-0117F(CN)	CHINA	ULTIMA	PENDING	9700109073	10/16/97		
3150-0117F(CO)	COLUMBIA	ULTIMA	PENDING	98007111	2/11/98		
3150-0117F(DE)	GERMANY	ULTIMA	REGISTERED	39747836.4	10/8/97	39747836.4	11/10/97
3150-0117F(FR)	FRANCE	ULTIMA	REGISTERED	97/697752	10/3/97	97/697752	3/13/98
3150-0117F(GB)	UNITED KINGDOM	ULTIMA	PENDING	2147191	10/7/97		
3150-0117F(HU)	HUNGARY	ULTIMA	PENDING	M9703731	10/10/97	153.35	8/25/98
3150-0117F(IT)	ITALY	ULTIMA	PENDING	TO97C002712	10/10/97		

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0117F(JP)	JAPAN	ULTIMA	PENDING	165107/97	10/8/97		
3150-0117F(KR)	KOREA	ULTIMA	PENDING	97-47708	9/29/97		
3150-0117F(MX)	MEXICO	ULTIMA	PENDING	320,208	1/21/98		
3150-0117F(PE)	PERU	ULTIMA	REGISTERED	48991	9/29/97	41995	12/17/97
3150-0117F(VE)	VENEZUELA	ULTIMA	PENDING	2253-98	2/11/98		
3150-0118F(CA)	CANADA	BEAMFORMER	PENDING	850,519	7/11/97		
3150-0119F(BR)	BRAZIL	STARKEY	REGISTERED			815051743	6/18/91
3150-0120F(AR)	ARGENTINA	TYMPANETTE	REGISTERED	818393637		1,584,718	12/15/95
3150-0120F(AU)	AUSTRALIA	TYMPANETTE	REGISTERED	A624179	3/4/94	A624,179	3/4/94
3150-0120F(BR)	BRAZIL	TYMPANETTE	REGISTERED	818393637	3/23/95		7/8/97
3150-0120F(CA)	CANADA	TYMPANETTE	REGISTERED	749,781	3/17/94	440,660	3/17/95
3150-0120F(CN)	CHINA	TYMPANETTE	REGISTERED			934,954	1/21/97
3150-0120F(CO)	COLUMBIA	TYMPANETTE	REGISTERED	95012832	3/29/95	177271	7/27/95
3150-0120F(GB)	UNITED KINGDOM	TYMPANETTE	REGISTERED	1,564,825		1,564,825	3/8/94
3150-0120F(HU)	HUNGARY	TYMPANETTE	REGISTERED	144-159		144-159	
3150-0120F(IT)	ITALY	TYMPANETTE	REGISTERED	RM94C001486	4/8/94	715645	7/7/97
3150-0120F(JP)	JAPAN	TYMPANETTE	REGISTERED	6-34698	4/6/94	3,306,719	5/16/97
3150-0120F(KR)	KOREA, SOUTH	TYMPANETTE	REGISTERED	95/7216	2/28/95	345,687	8/16/96
3150-0120F(MX)	MEXICO	TYMPANETTE	PENDING	247,842	11/13/95		
3150-0120F(PE)	PERU	TYMPANETTE	REGISTERED	19967	8/29/96	31,449	12/5/96
3150-0120F(TW)	TAIWAN	TYMPANETTE	REGISTERED	84/009,160	3/2/95	708,575	3/1/96
3150-0120F(VE)	VENEZUELA	TYMPANETTE	PENDING	3531/95	3/16/95		
3150-0120T	U.S.	TYMPANETTE	Registered	74/389,026	5/11/93	1,843,574	7/5/94
3150-0121F(AR)	ARGENTINA	PRIVATO	REGISTERED	1,963,596	3/3/95	1,628,903	3/20/97
3150-0121F(BR)	BRAZIL	PRIVATO	REGISTERED	818393645	3/23/95	818393645	7/8/97
3150-0121F(CH)	SWITZERLAND	PRIVATO	REGISTERED	1542/1994.0	4/11/94	418,861	11/6/95

TRADEMARK

REEL: 1857 FRAME: 0639

Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0121F(CO)	COLUMBIA	PRIVATO	PENDING	95012831	3/29/95		
3150-0121F(DE)	GERMANY	PRIVATO	REGISTERED	ST19423/10WZ	3/28/94	2,091,652	2/8/95
3150-0121F(FR)	FRANCE	PRIVATO	REGISTERED	94/513,310	3/29/94	94/513,310	3/29/94
3150-0121F(MX)	MEXICO	PRIVATO	PENDING	247863	11/13/95		
3150-0121F(VE)	VENEZUELA	PRIVATO	PENDING	3530-95	3/16/95		
3150-0122F(CA)	CANADA	INTERRA	REGISTERED	762,868	8/30/94	463,712	9/27/96
3150-0122F(DE)	GERMANY	INTERRA	REGISTERED	ST19807/10WZ	8/30/94	2,909,935	8/10/95
3150-0122T	U.S.	INTERRA	Registered	74/573,134	9/13/94	2,044,268	3/11/97
3150-0123F(DE) 1	GERMANY	INSERTINA	REGISTERED		4/28/84	1,070,938	11/29/84
3150-0123F(DE) 2	GERMANY	INSERTINA	REGISTERED		4/28/84	1,070,940	11/29/84
3150-0124F(DE)	GERMANY	STARKEY MICRO CE	REGISTERED		9/20/84	1,076,310	4/23/85
3150-0125F(DE)	GERMANY	STARKEY ULTRA CE	REGISTERED			1,092,728	08/7/86
3150-0126F(JP) 1	JAPAN	STARKEY LAB	REGISTERED	84,871/1987		2,184,375	10/31/89
3150-0126F(JP) 2	JAPAN	STARKEYLABO in JP charaters	REGISTERED	84,874/1987		2,184,376	10/31/89
3150-0131F(JP)	JAPAN	TRILOGY	REGISTERED	4-15855	2/19/92	2,642,839	3/31/94
3150-0133T	U.S.	AUDIO VISION	Registered	75/196,938	11/12/96	2,166,983	6/23/98
3150-0138T	U.S.	ULTRA-CIC	Registered	74/665,323	4/20/95	1,994,924	8/20/96
3150-0142T	U.S.	VRC	Registered	74/709,441	8/1/95	2,049,868	4/1/97
3150-0143T	U.S.	PRO CONNECT	Registered	74/578,981	9/27/94	1,940,804	12/12/95
3150-0144T	U.S.	OTOSCAN	Registered	74/633,921	1/24/95	1,961,203	3/5/96
3150-0145T	U.S.	HEARING HEALTH CARE CARD	Registered	74/366,184	3/9/93	1,881,710	2/28/95
3150-0146T	U.S.	THE HEARING AID BATTERY ...	Registered	74/330,058	11/10/92	1,879,414	2/14/95
3150-0148T	U.S.	NORTH AMERICAN COMMER...	Registered	74/340,247	12/15/92	1,823,988	2/22/94
3150-0149T	U.S.	AUDIO AID	Registered	74/391,859	5/18/93	1,826,712	3/15/94
3150-0150T	U.S.	STARKEY DISCOVERY SERIES	Registered	74/294,267	7/14/92	1,884,272	3/14/95
3150-0151T	U.S.	PRO-HEAR	Registered	74/335,749	12/1/92	1,879,542	2/21/95

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
23 24 3150-0152T	U.S.	SOUNDSCOPES	Registered	74/366,178	3/9/93	1,839,008	6/7/94
24 25 3150-0154T	U.S.	CELEBRITY	Registered	73/651,762	3/26/87	1,496,653	7/19/88
25 3150-0155T	U.S.	NU-EAR	Registered	73/712,331	2/22/88	1,506,672	9/27/88
26 3150-0156T	U.S.	R POSTAL READY DIRECT...	Registered	73/697,752	11/27/87	1,531,167	3/21/89
27 3150-0158T	U.S.	CE	Registered	73/047,776	3/26/75	1,036,700	3/30/76
28 3150-0159T	U.S.	STARKEY	Registered	22,720	5/28/74	1,042,779	7/6/76
29 3150-0160T	U.S.	NU-EAR	Registered	73/485,082	6/14/84	1,328,355	4/2/85
30 3150-0161T	U.S.	INTRA	Registered	73/516,724	1/9/85	1,369,991	11/12/85
31 3150-0162T	U.S.	NU-EAR	Registered	73/489,793	7/13/84	1,379,022	1/21/86
32 3150-0163T	U.S.	WILLCO	Registered	73/388,952	9/24/82	1,381,185	2/4/86
33 3150-0164T	U.S.	EARBORNE	Registered	73/599,500	5/19/86	1,421,780	12/23/86
34 3150-0165T	U.S.	DISCRIMINATOR	Registered	73/641,192	1/27/87	1,453,117	8/18/87
35 3150-0166T	U.S.	HEARING AMBASSADOR	Registered	74/040,316	3/19/90	1,637,508	3/12/91
36 3150-0167T	U.S.	BINAURAL EQUALIZER	Registered	74/073,458	6/28/90	1,672,269	1/14/92
37 3150-0168T	U.S.	HEAR PEN	Registered	74/251,670	3/3/92	1,768,005	4/27/93
38 3150-0170T	U.S.	SOFTSOUND	Registered	74/375,855	4/6/93	1,814,223	12/28/93
39 3150-0171T	U.S.	OMNI	Registered	74/375,856	4/6/93	1,822,560	2/22/94
40 3150-0172T	U.S.	HIDDEN EAR	Registered	74/003,468	11/20/89	1,607,382	7/24/90
41 3150-0173T	U.S.	HIDDEN HEARING	Registered	74/003,469	11/20/89	1,607,383	7/24/90
42 3150-0181T	U.S.	SEQUEL	Registered	74/640,078	2/28/95	2,036,085	2/4/97
43 3150-0182T	U.S.	VRC	Registered	74/709,443	8/1/95	2,046,600	3/18/97
44 3150-0183T	U.S.	AURACARE	Registered	75/125,465	6/25/96	2,071,728	6/17/97
45 3150-0184T	U.S.	AUDIO CHIP	Pending	75/389,411	11/13/97		
46 3150-0185T	U.S.	EAR CHIP	Pending	75/389,410	11/13/97		
47 3150-0187T	U.S.	QUALITONE	Registered	73/098,778	9/3/76	1,062,157	3/29/77
48 3150-0188T	U.S.	STARKIDS	Pending	75/376,988	10/21/97		

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0191F(CA)	CANADA	INTELLISENSE	PENDING	895,792	11/6/98		
3150-0191F(DE)	GERMANY	INTELLISENSE	PENDING	39864042.4	11/5/98		
3150-0191F(FR)	FRANCE	INTELLISENSE	PENDING	98 758214	11/6/98		
3150-0191F(GB)	UNITED KINGDOM	INTELLISENSE	PENDING	2,181,427	11/6/99		
50 3150-0191T	U.S.	INTELLISENSE	Pending	75/481,020	5/7/98		
50 3150-0199T	U.S.	ARIEL	Pending	75/543,168	8/25/98		
51 3150-0201T	U.S.	DIGIQUE (& DESIGN)	Pending	75/592,810	11/20/98		

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SUPPLEMENTAL LOG OF U.S. TRADEMARK REGISTRATIONS

TRADEMARK (or SM)	REG. OR S/N	DATE REG'D/ FILED	EXPIRE DATE	STATUS
ADAPTIVE COMPRESSION	1,560,285	10/10/89		Filed Petition for Cancellation 7/94
BEAMFORMER	75/377,009	10/21/97		Pending
CETERA	75/119,520	6/12/98		Extension filed 10/9/98, response due by 4/22/99
CYBER I (QUALITONE)	1,608,130	07/31/90		
CYBER I (QUALITONE) MN skip	15,649	02/02/90	02/02/2000	Cert of Assignment filed 06/04/98
CYBERNETIC SERIES (QUAL.)	1,626,900	12/11/90		
CYBERNETIC SERIES (QUAL.) MN skip	15,406	11/15/89	11/15/1999	Cert of Assignment filed 06/04/98
EAR CARE	74/500,547	3/15/94		Abandoned 3/6/97
EARFORM	74/249,503	2/25/92		Abandoned 7/20/93
EUROLINE	75/407,102	12/17/97	12/17/07	Pending
EVOLUTION	2,142,358	3/10/98	3/10/08	
GENERAL MEDICAL LEASING	74/294,269	7/14/92		Abandoned 10/18/94
GENESIS (QUALITONE)	1,589,843	04/03/90		
HAL	73/288,984	12/8/80		Abandoned 3/5/84
HAVE YOUR EARS PASSED THE TEST OF TIME	1,736,350	12/01/92	12/01/02	
HEAR KEY	1,726,658	10/20/92	10/20/02	
HEAR NET	74/669,740	5/4/95		Abandoned 10/20/97
HEARCON	1,422,656	12/30/86	06/30/06	Abandoned
HEARING ✓ER & Design (QUAL.) MN skip	15,457	12/04/89	12/04/1999	Cert. Of Assignment filed 06/04/98
HEARING ✓ER & Design (QUALITONE)(U.S.)	1,635,402	02/19/91		Sec. 8 And 15 Of Declaration Accepted 06/98
HEARING AID LABORATORY	73/288,885	12/8/80		Abandoned 3/5/84
HEARING SCIENCE LABORATORY MN skip	5,466	04/04/97	09/06/07	
INTEGRA	74/303,296	8/11/92		Abandoned 8/30/94 (in favor of INTERRA)
INTRA EAR	73/516,725	1/9/85		Abandoned 2/24/86
INVISIBEL	75/009,960	10/24/95		Abandoned 12/5/96
KEYSTAR	74/283,198	6/9/92		Abandoned 3/8/94
MILLENNIA (QUALITONE) Appl. (U.S.)	2,164,385	06/09/98	06/2008	Decl. Of Use due 6 years after Reg. Date (06/09/2004)
MILLENNIA SERIES (U.S.)	2,164,386	06/09/98	06/2008	Decl. Of Use due 6 years after Reg. Date (06/09/2004)
MINI-SCOPIC	74/340,248	12/15/92		Abandoned 2/11/94
OPTIMA	74/509,176	4/5/94		Abandoned 11/16/94
PRO CONNECT	74/366,185	3/9/93		Abandoned 1/3/95
QUAD-7	73/599,484	5/19/86		Abandoned 3/27/87
RESOLUTION	1,793,557	09/21/93	09/21/03	
SELF CHECK	1,674,689	02/04/92	02/04/02	Abandoned
SPORTSMaster EAR DEFENDER	74/303,297	8/11/92		Abandoned 2/18/93
STARKEY HEARING NETWORK				Pending
STARKEY INTERNATIONAL & DESIGN				Pending
SYNERGY	2,218,224	1/19/99	1/19/09	
THE HEARING AID ROOM	73/599,740	5/19/86		Abandoned 2/20/87
TRACOUSTICS	73/599,779	5/19/86		Abandoned 2/24/87
TRACOUSTICS MEDICAL INSTRUMENTS	73/599,733	5/19/86		Abandoned 2/24/87
TRILOGY	1,734,606	11/24/92	11/24/02	
ULTIMA	75/377,008	10/21/97		Pending Notice of Allowance
ULTRA POWER (QUALITONE)	1,062,157	03/29/77		
ULTRA POWER (QUALITONE)	1,624,650	11/27/90		
VARIABLE RELEASE COMPRESSION	74/709,442	8/1/95		Abandoned 5/22/96

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PATENT AND TRADEMARK SECURITY AGREEMENT

THIS PATENT AND TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of February 1, 1999, by STARKEY LABORATORIES, INC., a Minnesota corporation (the "Company"); the other persons or entities which are listed on the signature pages hereof as grantors or which from time to time become parties hereto as grantors (collectively, including the Company, the "Grantors" and individually each a "Grantor") in favor of LASALLE NATIONAL BANK, in its capacity as agent for the Lender Parties (in such capacity, the "Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Company has entered into a Credit Agreement dated as of the date hereof (as amended or otherwise modified from time to time, the "Credit Agreement") with various financial institutions and LaSalle National Bank, in its capacity as agent for such financial institutions, which in part amends and restates certain loans made by Norwest Bank Minnesota, National Association ("Norwest") and pursuant to which such financial institutions have agreed to make loans to, and issue or participate in letters of credit for the account of, the Company;

WHEREAS, the Collateral Agent has entered into a First Amendment to Intercreditor Collateral Agreement dated as of the date hereof with the Company and certain of its subsidiaries, Norwest, Metropolitan Life Insurance Company, Texas Life Insurance Company and Norwest, in its capacity as collateral agent (the "Prior Collateral Agent") pursuant to which the parties thereto, among other things, substituted the Collateral Agent for the Prior Collateral Agent;

WHEREAS, Grantors have entered into a Security Agreement dated as of the date hereof (as amended or otherwise modified from time to time, the "Security Agreement") with the Collateral Agent pursuant to which certain obligations owed to the Lender Parties are secured;

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Collateral Agent, for the ratable benefit of the Lender Parties, this Agreement; and

WHEREAS, pursuant to the terms of the Security Agreement, Grantors have granted to Collateral Agent, for the benefit of Collateral Agent and the Lender Parties, a security interest in substantially all the assets of Grantors, including all right, title and interest of Grantors in, to and under all now owned and hereafter acquired Patents, Patent applications, Patent Licenses, Trademarks, Trademark applications and Trademark Licenses, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantors under the Credit Agreement and the guaranties described therein and under the Senior Note Documents;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantors do hereby grant to Collateral Agent, for the benefit of Collateral Agent and the Lender Parties, a continuing security interest in all of Grantors' right, title

and interest in, to and under the following, whether presently existing or hereafter created or acquired:

- (1) each Trademark and Trademark application, including, without limitation, each Trademark and Trademark application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (2) each Trademark License, including, without limitation, each Trademark License listed on Schedule 1 annexed hereto, together with all goodwill associated therewith;
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Trademark, including, without limitation, any Trademark referred to in Schedule 1 annexed hereto, any Trademark issued pursuant to a Trademark application referred to in Schedule 1 and any Trademark licensed under any Trademark License listed on Schedule 1 annexed hereto (items 1 through 3 being herein collectively referred to as the "Trademark Collateral");
- (4) each Patent and Patent application, including, without limitation, each Patent and Patent application referred to in Schedule 2 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (5) each Patent License, including, without limitation, each Patent License listed on Schedule 2 annexed hereto, together with all goodwill associated therewith;
- (6) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent, including, without limitation, any Patent referred to in Schedule 2 annexed hereto, any Patent issued pursuant to a Patent application referred to in Schedule 2 and any Patent licensed under any Patent License listed on Schedule 2 annexed hereto (items 4 through 6 being herein collectively referred to as the "Patent Collateral");

This security interest is granted in conjunction with the security interests granted to Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Collateral Agent with respect to the security interest in the Trademark Collateral and the Patent Collateral made and granted hereby are more fully set forth in the Credit Agreement and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. Capitalized terms used but not defined herein have the respective meanings ascribed thereto in the Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Patent and Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of this ~~1st~~^{February} day of ~~January~~, 1999.

STARKEY LABORATORIES, INC.

By: William F. Curt
Title: CEO

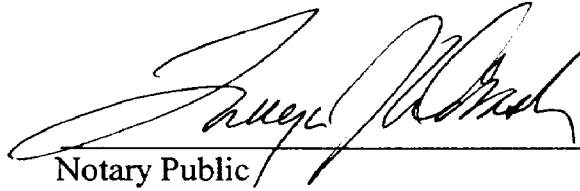
Acknowledged:

LASALLE NATIONAL BANK,
as Collateral Agent

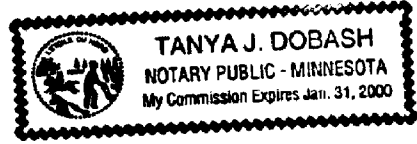
By: Michael J. R.
Title: Senior Vice President

STATE OF Minnesota)
) ss
COUNTY OF Hennepin)

On this 1st day of ~~January~~ ^{February}, 1999, before me personally appeared the person whose signature is set forth above, to me known, who, being duly sworn, did depose and say that he is the above-indicated officer of STARKEY LABORATORIES, a Minnesota corporation, and which executed the above instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.



Notary Public



**SCHEDULE I
TO SECURITY AGREEMENT
(Starkey Laboratories, Inc.)**

PATENT AND TRADEMARK

Trademarks

See attached.

STARKEY LABORATORIES TRADEMARK PORTFOLIO

Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
1 3150-0101T	U.S.	SHARE THE JOY OF BETTER ..	Registered	74/077,653	7/12/90	1,716,744	9/15/92
3150-0102F(DE)	GERMANY	AUDIBEL	REGISTERED	ST17450/10	6/21/91	2,014,870	6/2/92
3150-0102F(IT)	ITALY	AUDIBEL	REGISTERED	18466C/88	3/8/88	98C000864	3/8/90
3150-0102F(MX)	MEXICO	AUDIBEL	REGISTERED	117834	7/11/91	403641	1/15/92
2 3150-0102T	U.S.	AUDIBEL	Registered	74/181,598	7/2/91	1,707,953	8/18/92
3150-0103F(AR)	ARGENTINA	STARKEY	REGISTERED	1,576,544		1,398,615	6/30/92
3150-0103F(AT)	AUSTRIA	STARKEY (Device)	REGISTERED	AM 3319/89	7/12/89	128,803	12/21/89
3150-0103F(AU)	AUSTRALIA	STARKEY & S Device label	REGISTERED	519,851	9/22/89	519851	9/22/89
3150-0103F(BR)	BRAZIL	STARKEY (& DESIGN)	REGISTERED	815051743	8/16/89	815051743	6/18/91
3150-0103F(BX)	BENELUX	STARKEY & S Design	REGISTERED	728,809	5/10/89	461,251	5/10/89
3150-0103F(CN)	CHINA	STARKEY & S Design	REGISTERED	8932140	9/16/89	527683	8/30/90
3150-0103F(CO)	COLUMBIA	S STARKEY + GRAPHIC	REGISTERED	316667	2/13/90	148864	2/25/94
3150-0103F(DE) 1	GERMANY	S DESIGN	REGISTERED	ST17834/10WZ	2/26/92	2027508	1/4/93
3150-0103F(DE) 2	GERMANY WEST	STARKEY (word)	REGISTERED	ST13699/10	11/30/83	1066490	7/30/84
3150-0103F(DK)	DENMARK	STARKEY & S DESIGN word...	REGISTERED	3358/1989	5/9/89	18311992	3/27/92
3150-0103F(EG)	EGYPT	STARKEY & S Design	REGISTERED	76639	3/11/90	76639	9/11/93
3150-0103F(ES)	SPAIN	STARKEY & DEVICE	REGISTERED	1508787	6/29/89	1,508,787	10/25/91
3150-0103F(FI)	FINLAND	STARKEY -FIG-	REGISTERED	2414/89	5/11/89	114955	1/120/91
3150-0103F(FR)	FRANCE	STARKEY (DEVICE)	REGISTERED	142,793	7/10/89	1,540,873	7/20/89
3150-0103F(GB)	UNITED KINGDOM	STARKEY & S Device	REGISTERED	1390342	7/19/89	1390342	2/7/92
3150-0103F(GR)	GREECE	"STARKEY" and Design	REGISTERED	96275	11/2/89	2463044	

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0103F(HK)	HONG KONG	STARKEY & S Device	REGISTERED	92 12185	6/11/92	3811/94	6/28/94
3150-0103F(HU)	HUNGARY	STARKEY (device)	REGISTERED	2413/90	6/20/90	130.519	7/23/91
3150-0103F(IE)	IRELAND	S STARKEY (Device)	REGISTERED	5584/92	10/22/92	156065	4/26/95
3150-0103F(IL)	ISRAEL	STARKEY device	REGISTERED	84304	8/5/92	84304	5/10/95
3150-0103F(IN)	INDIA	STARKEY & S DESIGN	PENDING	510373	5/15/89		
3150-0103F(IT)	ITALY	STARKEY & S DESIGN	REGISTERED	23068C/86	11/11/86	487,508	2/1/88
3150-0103F(JP) 1	JAPAN	S & Design with STARKEY	REGISTERED	62-84,875		2,234,266	6/28/90
3150-0103F(JP) 2	JAPAN	STARKEY & "S" DESIGN	REGISTERED	54,610/1989	5/15/89	2,363,594	12/25/91
3150-0103F(JP) 3	JAPAN	STARKEY (Word)	REGISTERED	84,870/1987		2,184,373	10/31/89
3150-0103F(JP) 4	JAPAN	S (DES)	REGISTERED	62-84,873		2,234,265	6/28/90
3150-0103F(JP) 5	JAPAN	STARKEY in Japanese characters	REGISTERED	84,872/1987		2,184,374	10/31/89
3150-0103F(KR) 1	KOREA	STARKEY & "S" DESIGN	REGISTERED	89-23665	9/9/89	201537	9/25/90
3150-0103F(KR) 2	KOREA	STARKEY	REGISTERED	96-14807	4/13/96	37991	10/28/97
3150-0103F(KR) 3	KOREA	STARKEY - Korean phonetic...	REGISTERED	96-014808	4/13/96	379992	10/28/97
3150-0103F(MX)	MEXICO	S STARKEY (and design)	REGISTERED	73341	10/6/89	376022	4/25/90
3150-0103F(MY)	MALAYSIA	STARKEY & DEVICE	REGISTERED	92/3336	5/20/92	92/03336	5/14/98
3150-0103F(NO)	NORWAY	STARKEY, logo	REGISTERED	89.2327	5/10/89	142.,228	7/26/90
3150-0103F(NZ)	NEW ZEALAND	S STARKEY stylised & device	REGISTERED	193009	5/8/89	193009	12/12/92
3150-0103F(PE)	PERU	STARKEY + logo	REGISTERED	11923	5/30/96	31204	11/22/96
3150-0103F(PH)	PHILIPPINES	STARKEY & S DEVICE	REGISTERED	83024	10/15/92	59270	9/21/94
3150-0103F(PL)	POLAND	STARKEY (Device)	REGISTERED	98735	4/30/91	73.334	1/25/94
3150-0103F(PT)	PORTUGAL	STARKEY (Device)	REGISTERED	257.027	7/12/89	257.027	12/7/92
3150-0103F(RU)	RUSSIAN FED.	STARKEY & S DESIGN	REGISTERED	116244	10/27/89	89707	6/25/90
3150-0103F(SA)	SAUDI ARABIA	STARKEY & S DESIGN	REGISTERED	18241	8/2/92	391/90	8/26/98
3150-0103F(SE)	SWEDEN	S STARKEY Device	REGISTERED	89-5274	6/1/89	227566	11/8/91
3150-0103F(TR)	TURKEY	STARKEY & S DESIGN	REGISTERED	145993	6/24/93	145993	6/24/93

Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0103F(TW)	TAIWAN	STARKEY & S DESIGN	REGISTERED	78-22705	5/17/89	477258	4/1/90
3150-0103F(VE)	VENEZUELA	STARKY & S DESIGN	PENDING	19930-89	12/26/89		
2) 3150-0103T	U.S.	STARKEY	Registered	74/221,628	11/14/91	1,706,517	8/11/92
3) 3150-0104T	U.S.	UNITED BENEFITS FOR HEAR...	Registered	75/154,730	8/21/96	2,141,529	3/3/98
4) 3150-0105T	U.S.	UBH	Registered	75/154,731	8/21/96	2,139,733	2/24/98
5) 3150-0109T	U.S.	STARKEY.COM	Registered	75/092,785	4/23/96	2,096,909	9/16/97
6) 3150-0111T	U.S.	SMART (STYLIZED)	Pending	75/214,434	12/17/96		
7) 3150-0112T	U.S.	THE HEARING AID MAINT...	Registered	75/270,987	4/8/97	2,188,631	9/8/98
8) 3150-0113F(CA)	CANADA	SYNERGY	REGISTERED	845,595	5/21/97	TMA504,892	12/2/98
3150-0113F(CH)	SWITZERLAND	SYNERGY	REGISTERED	04030/1997	5/21/97	450825	5/23/97
3150-0113F(CT)	EP COMMUNITY	SYNERGY	PENDING	529,958	5/7/97		
3150-0114F(JP)	JAPAN	SECRET EAR	REGISTERED	03-020761	2/28/91	2,532,391	4/28/93
3150-0114T	U.S.	SECRET EAR	Registered	74/077,054	7/10/90	1,685,170	5/5/92
3150-0115T	U.S.	HEARNET	Registered	74/669,776	5/4/95	2,044,742	3/11/97
3150-0117F(AR)	ARGENTINA	ULTIMA	PENDING	2,108,241	10/13/97		
3150-0117F(AU)	AUSTRALIA	ULTIMA	PENDING	746,272	10/14/97		
3150-0117F(BR)	BRAZIL	ULTIMA	PENDING	820365637	11/10/97		
3150-0117F(CA)	CANADA	ULTIMA	PENDING	850,139	7/8/97		
3150-0117F(CH)	SWITZERLAND	ULTIMA	REGISTERED	08074/97	10/8/97	451621	5/22/98
3150-0117F(CN)	CHINA	ULTIMA	PENDING	9700109073	10/16/97		
3150-0117F(CO)	COLUMBIA	ULTIMA	PENDING	98007111	2/11/98		
3150-0117F(DE)	GERMANY	ULTIMA	REGISTERED	39747836.4	10/8/97	39747836.4	11/10/97
3150-0117F(FR)	FRANCE	ULTIMA	REGISTERED	97/697752	10/3/97	97/697752	3/13/98
3150-0117F(GB)	UNITED KINGDOM	ULTIMA	PENDING	2147191	10/7/97		
3150-0117F(HU)	HUNGARY	ULTIMA	PENDING	M9703731	10/10/97	153.35	8/25/98
3150-0117F(IT)	ITALY	ULTIMA	PENDING	TO97C002712	10/10/97		

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0117F(JP)	JAPAN	ULTIMA	PENDING	165107/97	10/8/97		
3150-0117F(KR)	KOREA	ULTIMA	PENDING	97-47708	9/29/97		
3150-0117F(MX)	MEXICO	ULTIMA	PENDING	320,208	1/21/98		
3150-0117F(PE)	PERU	ULTIMA	REGISTERED	48991	9/29/97	41995	12/17/97
3150-0117F(VE)	VENEZUELA	ULTIMA	PENDING	2253-98	2/11/98		
3150-0118F(CA)	CANADA	BEAMFORMER	PENDING	850,519	7/11/97		
3150-0119F(BR)	BRAZIL	STARKEY	REGISTERED			815051743	6/18/91
3150-0120F(AR)	ARGENTINA	TYMPANETTE	REGISTERED	818393637		1,584,718	12/15/95
3150-0120F(AU)	AUSTRALIA	TYMPANETTE	REGISTERED	A624179	3/4/94	A624,179	3/4/94
3150-0120F(BR)	BRAZIL	TYMPANETTE	REGISTERED	818393637	3/23/95		7/8/97
3150-0120F(CA)	CANADA	TYMPANETTE	REGISTERED	749,781	3/17/94	440,660	3/17/95
3150-0120F(CN)	CHINA	TYMPANETTE	REGISTERED			934,954	1/21/97
3150-0120F(CO)	COLUMBIA	TYMPANETTE	REGISTERED	95012832	3/29/95	177271	7/27/95
3150-0120F(GB)	UNITED KINGDOM	TYMPANETTE	REGISTERED	1,564,825		1,564,825	3/8/94
3150-0120F(HU)	HUNGARY	TYMPANETTE	REGISTERED	144-159		144-159	
3150-0120F(IT)	ITALY	TYMPANETTE	REGISTERED	RM94C001486	4/8/94	715645	7/7/97
3150-0120F(JP)	JAPAN	TYMPANETTE	REGISTERED	6-34698	4/6/94	3,306,719	5/16/97
3150-0120F(KR)	KOREA, SOUTH	TYMPANETTE	REGISTERED	957216	2/28/95	345,687	8/16/96
3150-0120F(MX)	MEXICO	TYMPANETTE	PENDING	247,842	11/13/95		
3150-0120F(PE)	PERU	TYMPANETTE	REGISTERED	19967	8/29/96	31,449	12/5/96
3150-0120F(TW)	TAIWAN	TYMPANETTE	REGISTERED	84/009,160	3/2/95	708,575	3/1/96
3150-0120F(VE)	VENEZUELA	TYMPANETTE	PENDING	3531/95	3/16/95		
3150-0120T	U.S.	TYMPANETTE	Registered	74/389,026	5/11/93	1,843,574	7/5/94
3150-0121F(AR)	ARGENTINA	PRIVATO	REGISTERED	1,963,596	3/3/95	1,628,903	3/20/97
3150-0121F(BR)	BRAZIL	PRIVATO	REGISTERED	818393645	3/23/95	818393645	7/8/97
3150-0121F(CH)	SWITZERLAND	PRIVATO	REGISTERED	1542/1994.0	4/11/94	418,861	11/6/95

TRADEMARK

REEL: 1857 FRAME: 0652

Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0121F(CO)	COLUMBIA	PRIVATO	PENDING	95012831	3/29/95		
3150-0121F(DE)	GERMANY	PRIVATO	REGISTERED	ST19423/10WZ	3/28/94	2,091,652	2/8/95
3150-0121F(FR)	FRANCE	PRIVATO	REGISTERED	94/513,310	3/29/94	94/513,310	3/29/94
3150-0121F(MX)	MEXICO	PRIVATO	PENDING	247863	11/13/95		
3150-0121F(VE)	VENEZUELA	PRIVATO	PENDING	3530-95	3/16/95		
3150-0122F(CA)	CANADA	INTERRA	REGISTERED	762,868	8/30/94	463,712	9/27/96
3150-0122F(DE)	GERMANY	INTERRA	REGISTERED	ST19807/10WZ	8/30/94	2,909,935	8/10/95
3150-0122T	U.S.	INTERRA	Registered	74/573,134	9/13/94	2,044,268	3/11/97
3150-0123F(DE) 1	GERMANY	INSERTINA	REGISTERED		4/28/84	1,070,938	11/29/84
3150-0123F(DE) 2	GERMANY	INSERTINA	REGISTERED		4/28/84	1,070,940	11/29/84
3150-0124F(DE)	GERMANY	STARKEY MICRO CE	REGISTERED		9/20/84	1,076,310	4/23/85
3150-0125F(DE)	GERMANY	STARKEY ULTRA CE	REGISTERED			1,092,728	06/?/?/86
3150-0126F(JP) 1	JAPAN	STARKEY LAB	REGISTERED	84,871/1987		2,184,375	10/3/89
3150-0126F(JP) 2	JAPAN	STARKEYLABO in JP charaters	REGISTERED	84,874/1987		2,184,376	10/3/89
3150-0131F(JP)	JAPAN	TRILOGY	REGISTERED	4-15855	2/19/92	2,642,839	3/31/94
3150-0133T	U.S.	AUDIO VISION	Registered	75/196,938	11/12/96	2,166,983	6/23/98
3150-0138T	U.S.	ULTRA-CIC	Registered	74/665,323	4/20/95	1,994,924	8/20/96
3150-0142T	U.S.	VRC	Registered	74/709,441	8/1/95	2,049,868	4/1/97
3150-0143T	U.S.	PRO CONNECT	Registered	74/578,981	9/27/94	1,940,804	12/12/95
3150-0144T	U.S.	OTOSCAN	Registered	74/633,921	1/24/95	1,961,203	3/5/96
3150-0145T	U.S.	HEARING HEALTH CARE CARD	Registered	74/366,184	3/9/93	1,881,710	2/28/95
3150-0146T	U.S.	THE HEARING AID BATTERY...	Registered	74/330,058	11/10/92	1,879,414	2/14/95
3150-0148T	U.S.	NORTH AMERICAN COMMER...	Registered	74/340,247	12/15/92	1,823,988	2/22/94
3150-0149T	U.S.	AUDIO AID	Registered	74/391,859	5/18/93	1,826,712	3/15/94
3150-0150T	U.S.	STARKEY DISCOVERY SERIES	Registered	74/294,267	7/14/92	1,884,272	3/14/95
3150-0151T	U.S.	PRO-HEAR	Registered	74/335,749	12/1/92	1,879,542	2/21/95

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
23 24 3150-0152T	U.S.	SOUNDSCOPES	Registered	74/366,178	3/9/93	1,839,008	6/7/94
24 25 3150-0154T	U.S.	CELEBRITY	Registered	73/651,762	3/26/87	1,496,653	7/19/88
25 26 3150-0155T	U.S.	NU-EAR	Registered	73/712,331	2/22/88	1,506,672	9/27/88
26 27 3150-0156T	U.S.	R POSTAL READY DIRECT...	Registered	73/697,752	1/27/87	1,531,167	3/21/89
27 28 3150-0158T	U.S.	CE	Registered	73/047,776	3/25/75	1,036,700	3/30/76
28 29 3150-0159T	U.S.	STARKEY	Registered	22,720	5/28/74	1,042,779	7/6/76
29 30 3150-0160T	U.S.	NU-EAR	Registered	73/485,082	6/14/84	1,328,355	4/2/85
30 31 3150-0161T	U.S.	INTRA	Registered	73/516,724	1/9/85	1,369,991	11/12/85
31 32 3150-0162T	U.S.	NU-EAR	Registered	73/489,793	7/13/84	1,379,022	1/21/86
32 33 3150-0163T	U.S.	WILLCO	Registered	73/388,952	9/24/82	1,381,185	2/4/86
33 34 3150-0164T	U.S.	EARBORNE	Registered	73/599,500	5/19/86	1,421,780	12/23/86
34 35 3150-0165T	U.S.	DISCRIMINATOR	Registered	73/641,192	1/27/87	1,453,117	8/18/87
35 36 3150-0166T	U.S.	HEARING AMBASSADOR	Registered	74/040,316	3/19/90	1,637,508	3/12/91
36 37 3150-0167T	U.S.	BINAURAL EQUALIZER	Registered	74/073,458	6/28/90	1,672,269	1/14/92
37 38 3150-0168T	U.S.	HEAR PEN	Registered	74/251,670	3/3/92	1,768,005	4/27/93
38 39 3150-0170T	U.S.	SOFTSOUND	Registered	74/375,855	4/6/93	1,814,223	12/28/93
39 40 3150-0171T	U.S.	OMNI	Registered	74/375,856	4/6/93	1,822,560	2/22/94
40 41 3150-0172T	U.S.	HIDDEN EAR	Registered	74/003,468	11/20/89	1,607,382	7/24/90
41 42 3150-0173T	U.S.	HIDDEN HEARING	Registered	74/003,469	11/20/89	1,607,383	7/24/90
42 43 3150-0181T	U.S.	SEQUEL	Registered	74/640,078	2/28/95	2,036,085	2/4/97
43 44 3150-0182T	U.S.	VRC	Registered	74/709,443	8/1/95	2,046,600	3/18/97
44 45 3150-0183T	U.S.	AURACARE	Registered	75/125,465	6/25/96	2,071,728	6/17/97
45 46 3150-0184T	U.S.	AUDIO CHIP	Pending	75/389,411	11/13/97		
46 47 3150-0185T	U.S.	EAR CHIP	Pending	75/389,410	11/13/97		
47 48 3150-0187T	U.S.	QUALITONE	Registered	73/098,778	9/3/76	1,062,157	3/29/77
48 49 3150-0188T	U.S.	STARKIDS	Pending	75/376,988	10/21/97		

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Attorney Docket No.	Country	Mark	Status	Appln. No.	Filing Dt.	Reg. No.	Reg. Dt.
3150-0191F(CA)	CANADA	INTELLISENSE	PENDING	895,792	11/6/98		
3150-0191F(DE)	GERMANY	INTELLISENSE	PENDING	39864042.4	11/5/98		
3150-0191F(FR)	FRANCE	INTELLISENSE	PENDING	98 758214	11/6/98		
3150-0191F(GB)	UNITED KINGDOM	INTELLISENSE	PENDING	2,181,427	11/6/99		
50 3150-0191T	U.S.	INTELLISENSE	Pending	75/481,020	5/7/98		
51 3150-0199T	U.S.	ARIEL	Pending	75/543,168	8/25/98		
52 3150-0201T	U.S.	DIGIQUE (& DESIGN)	Pending	75/592,810	11/20/98		

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SUPPLEMENTAL LOG OF U.S. TRADEMARK REGISTRATIONS

TRADEMARK (or SM)	REG. OR S/N	DATE REG'D/ FILED	EXPIRE DATE	STATUS
ADAPTIVE COMPRESSION	1,560,285	10/10/89		Filed Petition for Cancellation 7/94
BEAMFORMER	75/377,009	10/21/97		Pending
CETERA	75/119,520	6/12/98		Extension filed 10/9/98, response due by 4/22/99
CYBER I (QUALITONE)	1,608,130	07/31/90		
CYBER I (QUALITONE) (MN)	15,649	02/02/90	02/02/2000	Cert of Assignment filed 06/04/98
CYBERNETIC SERIES (QUAL.)	1,626,900	12/11/90		
CYBERNETIC SERIES (QUAL.) (MN)	15,406	11/15/89	11/15/1999	Cert of Assignment filed 06/04/98
EAR CARE	74/500,547	3/15/94		Abandoned 3/6/97
EARFORM	74/249,503	2/25/92		Abandoned 7/20/93
EUROLINE	75/407,102	12/17/97	12/17/07	Pending
EVOLUTION	2,142,358	3/10/98	3/10/08	
GENERAL MEDICAL LEASING	74/294,269	7/14/92		Abandoned 10/18/94
GENESIS (QUALITONE)	1,589,843	04/03/90		
HAL	73/288,984	12/8/80		Abandoned 3/5/84
HAVE YOUR EARS PASSED THE TEST OF TIME	1,736,350	12/01/92	12/01/02	
HEAR KEY	1,726,658	10/20/92	10/20/02	
HEAR NET	74/669,740	5/4/95		Abandoned 10/20/97
HEARCON	1,422,656	12/30/86	06/30/06	Abandoned
HEARING ✓ER & Design (QUAL.) (MN)	15,457	12/04/89	12/04/1999	Cert. Of Assignment filed 06/04/98
HEARING ✓ER & Design (QUALITONE)(U.S.)	1,635,402	02/19/91		Sec. 8 And 15 Of Declaration Accepted 06/98
HEARING AID LABORATORY	73/288,985	12/8/80		Abandoned 3/5/84
HEARING SCIENCE LABORATORY (MN)	5,466	04/04/97	09/06/07	
INTEGRA	74/303,296	8/11/92		Abandoned 8/30/94 (in favor of INTERRA)
INTRA EAR	73/516,725	1/9/85		Abandoned 2/24/86
INVISIBEL	75/009,960	10/24/95		Abandoned 12/5/96
KEYSTAR	74/283,198	6/9/92		Abandoned 3/8/94
MILLENNIA (QUALITONE) Appl. (U.S.)	2,164,385	06/09/98	06/2008	Decl. Of Use due 6 years after Reg. Date (06/09/2004)
MILLENNIA SERIES (U.S.)	2,164,386	06/09/98	06/2008	Decl. Of Use due 6 years after Reg. Date (06/09/2004)
MINI-SCOPIC	74/340,248	12/15/92		Abandoned 2/11/94
OPTIMA	74/509,176	4/5/94		Abandoned 11/16/94
PRO CONNECT	74/366,185	3/9/93		Abandoned 1/3/95
QUAD-7	73/599,484	5/19/86		Abandoned 3/27/87
RESOLUTION	1,793,557	09/21/93	09/21/03	
SELF CHECK	1,674,689	02/04/92	02/04/02	Abandoned
SPORTSMaster EAR DEFENDER	74/303,297	8/11/92		Abandoned 2/18/93
STARKEY HEARING NETWORK				Pending
STARKEY INTERNATIONAL & DESIGN				Pending
SYNERGY	2,218,224	1/19/99	1/19/09	
THE HEARING AID ROOM	73/599,740	5/19/86		Abandoned 2/20/87
TRACOUSTICS	73/599,779	5/19/86		Abandoned 2/24/87
TRACOUSTICS MEDICAL INSTRUMENTS	73/599,733	5/19/86		Abandoned 2/24/87
TRILOGY	1,734,606	11/24/92	11/24/02	
ULTIMA	75/377,008	10/21/97		Pending Notice of Allowance
ULTRA POWER (QUALITONE)	1,062,157	03/29/77		
ULTRA POWER (QUALITONE)	1,624,650	11/27/90		
VARIABLE RELEASE COMPRESSION	74/709,442	8/1/95		Abandoned 5/22/96

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SUPPLEMENTAL LOG OF FOREIGN TRADEMARK REGISTRATIONS

COUNTRY	TRADEMARK/SERVICEMARK NAME	REG. OR S/N	DATE REG'D	EXP. DATE
ARGENTINA	EXCLUSIVE	PENDING		
AUSTRALIA	AUDIBEL	558,152		ABANDONED
BRAZIL	EXCLUSIVE	PENDING		
CANADA	STARKEY & "S" DESIGN	342,035	09/21/89	09/21/04
COLOMBIA	EXCLUSIVE	PENDING		
ECUDOR	EXCLUSIVE	PENDING		
EUROPEAN COMMUNITY	MILLENNIA	000252692	8/21/98	8/21/08
FRANCE	EXCLUSIVE	PENDING		
GERMANY	AURACLEAN	1,134,589	8/31/84	08/31/94
GERMANY	EXCLUSIVE	PENDING		
GERMANY	HEARING AID	3601440-A1		
GERMANY	STARKEY & "S" DESIGN	17834/10		
GERMANY	STARKEY LABS, GMBH	1,066,490	10/15/87	10/15/97
GERMANY	STARKEY MICRO CE	1,076,310	9/20/95	9/20/04
GERMANY	STARKEY ULTRA CE	1,092,728		ABANDONED
GERMANY	TYMPANETTE		3/4/94	
ITALY	STARKEY ITALY SRL	23068 C/86	11/11/86	
JAPAN	CUSTOM EAR	2,532,932		
JAPAN	INTEGRA	5/122,769	12/93	ABANDONED
JAPAN	INTERRA	6/100,625		REFUSING TO REG.
JAPAN	INTRA	3-20759/1991		
JAPAN	INTRA SECRET EAR	2,532,932	04/28/93	04/28/03
JAPAN	ISE	3-20758/1991		
JAPAN	STARKEY & "S" DESIGN	2,234,266	06/28/90	
JAPAN	STARKEY & "S" DESIGN	2,363,594	12/25/91	12/25/01
NEW ZEALAND	AUDIBEL	210,093		(ABANDONED)
NEW ZEALAND	STARKEY & "S" DESIGN	193,009	05/08/89	05/08/96
SINGAPORE	STARKEY & "S" DESIGN	5741/89		
SOUTH AFRICA	AUDIBEL	91/5220		ABANDONED
SOUTH AFRICA	STARKEY & "S" DESIGN	89/4282	05/15/89	05/15/99
SWITZERLAND	STARKEY SE	359,273	04/14/88	04/14/08
SWITZERLAND	STARKEY SE MINI CANAL	359,273	04/14/88	04/14/08
SWITZERLAND	STARKEY SECRET EAR	359,273	04/14/88	04/14/08
SWITZERLAND	STARKEY SECRET EAR MINI CANAL	359,273	04/14/88	04/14/08

**SCHEDULE II
TO SECURITY AGREEMENT
(Starkey Laboratories, Inc.)**

PATENT AND TRADEMARK

Patents

See attached.

Unexpired Patents owned by Starkey

updated 1-8-99

Starkey Patents

Country	Utility Patents	Filing Date	Expiration	Author	Title
United States	4,986,281	1-12-90	1-22-08	Preves, Rosengren, Holte, Leonard	Method of obtaining a signal for analyzing human and animal joint functions
United States	5,081,441	10-30-90	1-14-09	Chojar	Hand-held tone generator for equalizing binaural hearing aids
United States	5,099,947	9-4-90	3-31-09	Guggenberger, Ruzicka	Wax guard for hearing aids
United States	5,502,769	4-28-94	3-26-13	Gilbertson	Interface module for programmable hearing instrument
United States	5,581,747	11-25-94	12-3-13	Anderson	Communication system for programmable devices employing a circuit shift register
European Patent Office	0 714 067 A2	published 5-29-96		Anderson	Interface unit for providing communication between a programmable device and a programmer unit
Japan	9-271099	filed 10-14-97		Anderson	Communication system for programmable devices
Canada	1,459,801	filed 11-6-95		Anderson	Communication system for programmable devices
Australia	39067195	filed 11-24-95		Anderson	Communication system for programmable devices
United States	5,822,442	9-11-95	9-11-15	Agnew, Wahl	Gain compression amplifier providing a linear compression function

United States	08/526,807	Filed 9-11-95 allowed 11-3-98		Agnew, Wahl	Hearing aid having input and output gain compression circuits
European Patent Office	0 844 804 A1	published 5-27-98		Agnew, Wahl	A non-distorting circuit for a hearing aid
European Patent Office	0 844 805 A1	published 5-27-98		Agnew, Wahl	A compression amplifier
Canada	2,190,787	filed 11-20-96		Agnew, Wahl	Gain compression amplifier providing a linear compression function
Canada	2,190,788	filed 11-20-96		Agnew, Wahl	Hearing aid having input/out gain compression functions
Japan	8-351601	filed 12-27-96		Agnew, Wahl	Hearing aid having input/out gain compression functions
Japan	8-351602	filed 12-27-96		Agnew, Wahl	Gain compression amplifier providing a linear compression function
United States	application 09/056,590	filed 4-8-98		Fideler	Hearing aid faceplate and battery compartment
United States	5,825,611	4-16-97	4-16-17	Prehal	System for connecting two substrates in a thick film hybrid circuit
	Design Patents				
United States	D324913	1-12-90	3-24-06	Chojar	Hand-held tone generator
United States	D348361	9-8-92	4-5-08	Beecher	Acoustic environment module

Qualitone Patents

Country	Filing Date	Expiration	Author	Title
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	Utility Patents				
United States	4,375,016	4-28-83	2-22-00	Harada	Vented ear tip for hearing aid and adapter coupler
United States	4,565,904	10-9-84	1-21-03	Harada	Removal handle for in-the-ear hearing aids
	Design Patents				
United States	D300660	8-25-86	4-11-03	Harada	Single port coupler for resonance splitting in hearing aid
United States	D301616	8-25-86	6-13-03	Harada	Angulated single-port coupler for resonance splitting in hearing aids

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STARKEY LABORATORIES PATENT PORTFOLIO

Attorney Docket No.	Country	Status	Title of Application	Appln. No./ Patent No.	Filing Date/ Issue Date
16 3150-0153P	U.S.	ISSUED	HAND-HELD TONE GENERATOR FOR EQUALIZING BINAURAL HEARING AIDS	5,081,441	10/30/90 1/14/92
17 3150-0174P	U.S.	ISSUED	ACOUSTIC ENVIRONMENT MODULE	07/941,827 DES 348,361	9/8/92 7/5/94
18 3150-0177P	U.S.	ISSUED	HAND-HELD TONE GENERATOR	464,044 DES 324,913	1/12/90 3/24/92
19 3150-0179P	U.S.	ISSUED	SOUND TRANSFER FROM A HEARING AID TO THE HUMAN EAR DRUM	06/556,604 4,520,236	11/30/83 5/28/85
20 3150-0180P	U.S.	ISSUED	WAX GUARD FOR HEARING AIDS	07/576,874 5,099,947	9/4/90 3/31/92

PATENT LICENSE AGREEMENT(S)

Licensor	Licensee	Patent(s)
Siemens Hearing Instruments, Inc.	Starkey Laboratories, Inc.	U.S. Patent No. 4,396,806
Siemens Audiologische Technik, GmbH	Starkey Laboratories, Inc.	European Patent No. EP PS 0175909 (which includes U.S. Patent No. 4,845,755; Danish Patent No. DK 167 262; Japanese Patent Application No. JP 62300/86)
Resound Corporation	Starkey Laboratories, Inc.	Swedish Patent No. 428167 (which includes U.S. Patent No. 4,425,481; Japanese Patent No. 2126192; Danish Patent No. DK 151 759; Canadian Patent No. 1,176,366; Australian Patent No. 557,591)
HEAR (joint venture between QSound Labs, Inc. and House Ear Institute)	Starkey Laboratories, Inc.	Exclusive License to HEAR Technology as listed in Binatural Hearing Aid Technology Stage II Development and License Agreement

SUPPLY AGREEMENT

Parties	Item(s)
Bernafon AG/Starkey Laboratories, Inc.	Fully digital integrated circuits

TRADEMARK

REEL: 1857 FRAME: 0663

RECORDED: 02/26/1999