

BILL OF TRANSFER AND NOTICE OF ASSIGNMENT

The undersigned, as Grantor of The Gordon Henry Kraft Living Trust, hereby transfers and assigns to Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust, all of my rights, title and interest in the assets described below:

The following stocks and/or bonds:

- 251,227 Shares of Common Stock issued by Starpower Home Entertainment Systems, Inc.
Certificate Number: 31

- 41,666 Shares of Common Stock issued by Starpower Home Entertainment Systems, Inc.
Certificate Number: 25

IN WITNESS WHEREOF, the undersigned has executed this Bill of Transfer and Notice of Assignment on the date below.

Signature of Gordon Henry Kraft, as
Grantor

Date: _____

Signature of Gordon Henry Kraft, as
Trustee of The Gordon Henry Kraft
Living Trust

Date: _____

REQUEST FOR RE-ISSUANCE OF CERTIFICATE

To: Starpower Home Entertainment Systems, Inc.

Re: Number of Shares: 251,227

Security: Shares of Common Stock issued by Starpower Home Entertainment Systems, Inc.

Certificate Number: 31

Ladies and Gentlemen:

Please be advised that I am the Grantor of a living trust and have transferred all of my rights, title and interest in the above-referenced security to Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust.

Please make note of this transfer and re-issue the above-captioned certificate in the name of "Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust." I have attached the original certificate and a signed Power of Attorney for Securities Transfer.

Sincerely,

Signature of Gordon Henry Kraft

Date: _____

5530 Brooks Avenue
Loomis, California 95650

POWER OF ATTORNEY FOR SECURITIES TRANSFER

KNOWN ALL BY THESE PRESENT:

FOR VALUE RECEIVED, I hereby assign and transfer unto Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust, the following securities:

Number of Shares: 251,227

Security: Shares of Common Stock issued by Starpower Home Entertainment Systems, Inc.

as represented by the attached certificate, and do hereby irrevocably constitute and appoint _____ as attorney-in-fact to transfer the said Securities on the books of the said corporation with full power of substitution in the premises.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney for Securities Transfer on the date below.

Signature of Gordon Henry Kraft

Date: _____

REQUEST FOR RE-ISSUANCE OF CERTIFICATE

To: Starpower Home Entertainment Systems, Inc.

Re: Number of Shares: 41,666

Security: Shares of Common Stock issued by Starpower Home Entertainment Systems, Inc.

Certificate Number: 25

Ladies and Gentlemen:

Please be advised that I am the Grantor of a living trust and have transferred all of my rights, title and interest in the above-referenced security to Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust.

Please make note of this transfer and re-issue the above-captioned certificate in the name of "Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust." I have attached the original certificate and a signed Power of Attorney for Securities Transfer.

Sincerely,

Signature of Gordon Henry Kraft

Date: _____

5530 Brooks Avenue
Loomis, California 95650

POWER OF ATTORNEY FOR SECURITIES TRANSFER

KNOWN ALL BY THESE PRESENT:

FOR VALUE RECEIVED, I hereby assign and transfer unto Gordon Henry Kraft, as Trustee of The Gordon Henry Kraft Living Trust, the following securities:

Number of Shares: 41,666

Security: Shares of Common Stock issued by Starpower Home Entertainment Systems, Inc.

as represented by the attached certificate, and do hereby irrevocably constitute and appoint _____ as attorney-in-fact to transfer the said Securities on the books of the said corporation with full power of substitution in the premises.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney for Securities Transfer on the date below.

Signature of Gordon Henry Kraft

Date: _____