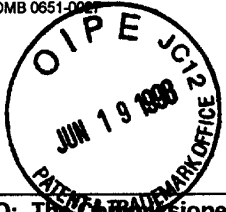


MRD 6-19-98

07-09-1998

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



100757653

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

1,533,932

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other \_\_\_\_\_

Effective Date  
Month Day Year  
06 09 98

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year  
06 09 98

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

07/08/1998 BCOATES 00000212 75252643

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20230

**Domestic Representative Name and Address** Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address** Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

<input type="text" value="75252643"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Registration Number(s)**

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<input type="text" value="1449297"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2097558"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Joseph W. Mott  
Name of Person Signing

  
Signature

6-19-98  
Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

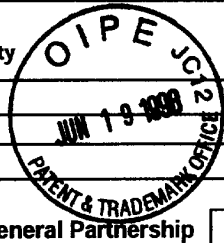
Name

[Text input field]

[Text input field]

Formerly

[Text input field]



Individual  General Partnership  Limited Partnership  Corporation  Association

Other [Text input field]

Citizenship State of Incorporation/Organization [Text input field]

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

Sieben Foundation Inc.

DBA/AKA/TA

[Text input field]

Composed of

[Text input field]

Address (line 1)

c/o Adler Management LLC

Address (line 2)

601 Second Avenue South

Address (line 3)

Minneapolis

MN

55402

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other [Text input field]

Citizenship/State of Incorporation/Organization [Text input field: Minnesota]

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

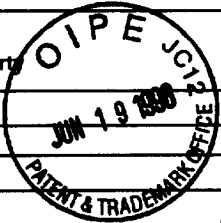
Trademark Application Number(s)

Registration Number(s)

[Grid of 8 rows x 3 columns for Trademark Application Number(s)]

[Grid of 8 rows x 3 columns for Registration Number(s)]

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY



**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

Gerald Rauenhurst Family Foundation

DBA/AKA/TA

Composed of

Address (line 1)

c/o Adler Management LLC

Address (line 2)

601 Second Avenue South

Address (line 3)

Minneapolis

City

MN

State/Country

55402

Zip Code

Individual

General Partnership

Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation

Association

Other

Citizenship/State of Incorporation/Organization

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

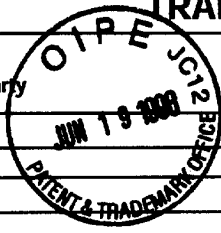
Trademark Application Number(s)

Registration Number(s)

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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY



**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

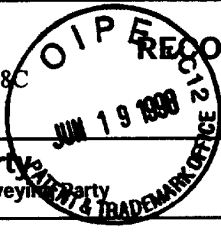
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

### Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

### Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

MN

55402

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

### Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

MN

55402

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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REGISTRATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

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THE RIGHTS OF THE GRANTEE UNDER THIS TRADEMARK SECURITY AGREEMENT ARE SUBJECT AND SUBORDINATE TO NATIONSBANK, N.A., OR ITS SUCCESSORS OR ASSIGNS, PURSUANT TO THE TERMS OF A SUBORDINATION AGREEMENT DATED AS OF JUNE 9, 1998 BY AND AMONG NATIONSBANK, N.A., VIBRATECH, INC., VIBRATECH MANAGEMENT CO., VIBRATION TECHNOLOGIES CORPORATION, NORTHSTAR SEIDLER MEZZANINE PARTNERS II L.P., ALPHA & OMEGA FAMILY FOUNDATION, ALPHA OMEGA FOUNDATION, INC., GARCO B, GERALD RAUENHORST FAMILY FOUNDATION, SIEBEN FOUNDATION, INC., AND SIEBEN INVESTMENT CO.

### **TRADEMARK SECURITY AGREEMENT**

WHEREAS, VIBRATECH, INC., a Delaware corporation ("Grantor"), owns the Trademarks, Trademark registrations, and Trademark applications listed on Schedule 1 annexed hereto, and is a party to the Trademark Licenses listed on Schedule 1 annexed hereto; and

WHEREAS, Grantor and NORTHSTAR SEIDLER MEZZANINE PARTNERS II L.P., a Delaware limited partnership ("Northstar"), ALPHA & OMEGA FAMILY FOUNDATION, a South Dakota nonprofit corporation ("AOFF"), ALPHA OMEGA FOUNDATION, INC., a Florida nonprofit corporation ("AOFI"), GARCO B, a Minnesota partnership ("Garco"), GERALD RAUENHORST FAMILY FOUNDATION, a Minnesota nonprofit corporation ("GRFF"), SIEBEN FOUNDATION, INC., a Minnesota nonprofit corporation ("SF"), and SIEBEN INVESTMENT CO., a Minnesota nonprofit corporation ("SIC") (Northstar, AOFF, AOFI, Garco, GRFF, SF AND SIC are individually and collectively, as the context requires, referred to herein as the "Grantee") are parties to a Note Purchase Agreement dated June 9, 1998 (as the same may be amended and in effect from time to time, the "Note Purchase Agreement"), providing for the purchase by Grantee from Grantor of four (4) senior subordinated notes in the aggregate principal amount of \$8,000,000; and

WHEREAS, pursuant to the terms of the Security Agreement dated June 9, 1998 (as said Agreement may be amended and in effect from time to time, the "Security Agreement"), by and among Grantor and Grantee, Grantor has granted to Grantee a security interest in all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), Trademark registrations, Trademark applications and Trademark Licenses (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all proceeds thereof, to secure the payment of all amounts owing by Grantor under the Note Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in Schedule 1 annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;

(2) each Trademark License and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark License; and

(3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including, without limitation, the Trademarks and Trademark registrations referred to in Schedule 1 annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in Schedule 1 and the Trademarks licensed under any Trademark License, or (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark License.

This security interest is granted in conjunction with the security interests granted to Grantee pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the 9th day of June, 1998.

VIBRATECH, INC.

By: Ralph Yon  
Name: Ralph Yon  
Title: President

ACKNOWLEDGED AND ACCEPTED  
ON THE DATE FIRST WRITTEN  
ABOVE:

NORTHSTAR SEIDLER MEZZANINE PARTNERS II L.P.

By: Seidler Capital, L.L.C.,  
its general partner

By: Scott L. Becker  
Scott L. Becker  
Managing Director

ALPHA & OMEGA FAMILY FOUNDATION

By: John H. Agee  
John H. Agee  
Vice President

ALPHA OMEGA FOUNDATION, INC.

By: John H. Agee  
John H. Agee  
Vice President

GARCO B

By: John H. Agee  
John H. Agee  
General Partner

GERALD RAUENHORST FAMILY FOUNDATION

By: John H. Agee  
John H. Agee  
Vice President

SIEBEN FOUNDATION, INC.

By: John H. Agee  
John H. Agee  
Vice President

SIEBEN INVESTMENT CO.

By: John H. Agee  
John H. Agee  
Managing Director

ACKNOWLEDGMENT

STATE OF Ohio §  
  §        ss.  
COUNTY OF Cuyahoga §

On the 8 day of June, 1998, before me personally appeared Ralph Yous, to me personally known or proved to me on the basis of satisfactory evidence to be the person described in and who executed the foregoing instrument as the President of Vibratex, Inc., who being by me duly sworn, did depose and say that he is the President of Vibratex, Inc., the corporation described in and which executed the foregoing instrument; that he signed the said instrument on behalf of said corporation by order of its Board of Directors; and that he acknowledged said instrument to be the free act and deed of said corporation.

Marjorie A. Brianas  
Notary Public

(Seal)

My commission expires:  
  
\_\_\_\_\_  
MARJORIE A. BRIANAS  
NOTARY PUBLIC, STATE OF OHIO  
My Commission Expires Mar. 18, 2003

**SCHEDULE 1**

**TRADEMARKS**

**Mark: Vibratech**

<b><u>Registration No.</u></b>	<b><u>Country</u></b>	<b><u>Registration Date</u></b>
92/3474 92/3475	South Africa	4/24/92
251,754	Sweden	9/17/93
368,218	Canada	4/27/90
553287	Italy	11/11/91
1,185,591	Germany	8/25/92
1,307,251	Spain	2/15/93
1,307,252	Spain	5/6/91
1,371,347 1,371,348	Great Britain	1/27/89
1,518,303	France	3/8/89
1,533,932	U.S.	4/11/89

**Mark: Fluidampr**

<b><u>Registration No.</u></b>	<b><u>Country</u></b>	<b><u>Registration Date</u></b>
215721	New Zealand	1/21/92
1,449,297	U.S.	7/28/87

**Mark: Streetdampr**

<b><u>Registration No.</u></b>	<b><u>Country</u></b>	<b><u>Registration Date</u></b>
75/252643	U.S.	12/12/96

**Mark: VSG (Viscous Speed Governor)**

<b><u>Registration No.</u></b>	<b><u>Country</u></b>	<b><u>Registration Date</u></b>
491086	Canada	3/9/98
000413351	European Community	11/12/96
2,097,558	U.S.	9/16/97