

11-02-1998

COVER SHEET ONLY



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Tab settings

To the Honorable Commissione

the attached original documents or copy thereof.

1. Name of conveying party(ies): CBS Corporation (a Pennsylvania Corporation) 51 West 52nd Street New York, NY 10019 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State - Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Honeywell Inc. Internal Address: MN12-8251 Honeywell Plaza Street Address: P.O. Box 524 City: Minneapolis State: MN ZIP: 55408 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: May 4, 1998

4. Application number(s) or patent number(s): A. Trademark Application No.(s) 75/103492 75/118045 B. Trademark Registration No.(s) 1,931,784 1,971,428 2,080,077 Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carolyn M. Sandberg Honeywell Inc. Internal Address: MN12-8251 Honeywell Plaza Street Address: P.O. Box 524 City: Minneapolis State: MN ZIP: 55440-0524

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41).....\$ 140.00 [] Enclosed [x] Authorized to be charged to deposit account + any other fees which may be required by this paper to Deposit Account No. 08-2727 8. Deposit account number: 08-2727 (Attach duplicate copy of this page if paying by deposit account)

0/30/1998 PHEUYEN 00000363 002727 1931784

01 FC:481 40.00 CH 02 FC:482 100.00 CH

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. Carolyn M. Sandberg Name of Person Signing Signature Date October 26, 1998 Total number of pages including cover sheet, attachments, and document: 15

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1806 FRAME: 0443

ASSIGNMENT OF TRADEMARKS
AND
TRADEMARK APPLICATIONS

WHEREAS, CBS Corporation, a Pennsylvania corporation (hereinafter called "CBS"), and Honeywell Inc., a Delaware corporation (hereinafter "Honeywell"), have entered into a Stock Purchase Agreement, dated as of March 31, 1998; and

WHEREAS, pursuant to the referenced Stock Purchase Agreement, CBS has agreed to assign to Westinghouse Security Electronics, Inc. all of CBS's right, title and interest in, to and under the trademarks and trademark registration applications identified on the attached Appendix A, which is incorporated herein by reference; and

WHEREAS, the trademarks and trademark registration applications listed on Appendix A were originally owned by Westinghouse Electric Corporation and on December 1, 1997, Westinghouse Electric Corporation changed its name to CBS Corporation as shown in the certified copy of such name change attached as Appendix B.

NOW, THEREFORE, in consideration of payment by Honeywell to CBS under the Stock Purchase Agreement, and other good and valuable consideration, the receipt of which is hereby acknowledged, CBS, in accordance with the terms of the Stock Purchase Agreement has sold, assigned, transferred and conveyed, and does hereby sell, assign, transfer and convey to Westinghouse Security Electronics, Inc., its successors and assigns, all CBS right, title and interest to said trademarks and trademark applications, together with and the goodwill of the business with which such trademarks are used or registered, and together with any and all claims, demands or rights of action which it has or might have by reason of any infringement of the trademarks prior to the date of this Assignment, together with

the right to prosecute such claims, demands or rights of action, and to retain any recovery obtained thereby.

IN WITNESS WHEREOF, CBS expressly intending to be legally bound thereby, has caused this Assignment to be duly executed hereto this 4th day of May, 1998.

CBS CORPORATION
(Assignor)

By: Michele K. Buttgeriet
Title: Authorized Signatory

State of New York

County of New York

On May 4, 1998 before me, Lila E. Gaston,
Date Name

personally appeared Michele K. Buttgeriet,
Name of Signer

personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument and acknowledged to me that he/she executed the same in his/her authority capacity, and that by his/her signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lila E. Gaston
Signature of Notary Public

(Seal)

LILA E. GASTON
Notary Public, State of New York
No. 4879857
Qualified in New York County
Commission Expires 8/29/99

APPENDIX A

REGISTERED TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
DIGIREADER	1,931,784	October 31, 1995
NEXSENTRY	2,080,077	July 15, 1997
QUADRAKEY	1,971,428	April 30, 1996

TRADEMARK REGISTRATION APPLICATIONS

<u>Mark</u>	<u>Application No.</u>
DURATAG	75/102,492
KEYMATE	75/118,045

UNREGISTERED TRADEMARKS

SE
DURAKEY
NEXKEY
NEXSENTRY MANAGER
NEXSTAR

APPENDIX B

(Certified Copy of Name Change Document)

Document # 105912 v.01

NOV 18 1997

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 0386973

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Westinghouse Electric Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	_____				
	Number and Street	City	State	Zip	County
(b) c/o:	<u>CT Corporation System</u>				<u>Allegheny</u>
	Name of Commercial Registered Office Provider				County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Special Act of the General Assembly approved April 9, 1872

4. The date of its incorporation is: April 9, 1872

5. (Check, and if appropriate complete, one of the following):

___ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on December 1, 1997 at 12:01 AM

6. (Check one of the following):

___ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(e).

7. (Check, and if appropriate complete, one of the following):

___ The amendment adopted by the corporation, set forth in full, is as follows:

DSCB: 15-1915 (Rev 90)-2

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 18th day of November, 19 97.

Westinghouse Electric Corporation

(Name of Corporation)

BY: Angeline Straka

Angeline C. Straka (Signature)

TITLE: Vice President, Secretary and
Associate General Counsel

(PA. - 1427)

TRADEMARK
REEL: 1806 FRAME: 0449

EXHIBIT A

RESOLVED, that Article FIRST of the Restated Articles of Incorporation of the Company is hereby amended and restated in its entirety to read as follows: The name of the corporation (hereinafter called the "Company") is CBS Corporation.

CONSENT TO USE OF SIMILAR NAME
DSCB:17.3 (Rev 90)

Pursuant to 19 Pa. Code § 17.3 (relating to use of a confusingly similar name) the undersigned association, desiring to consent to the use by another association of a name which is confusingly similar to its name, hereby certifies that:

1. The name of the association executing this Consent to Use of Similar Name is: CBS Inc.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: The Prentice-Hall Corporation System, Inc. New York
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: January 27, 1927

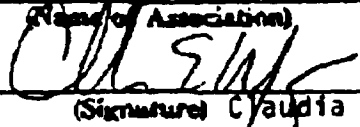
4. The statute under which it was incorporated or otherwise organized is: Business Corporation Law of the State of New York

5. The association(s) entitled to the benefit of this Consent to Use of Similar Name is (are): _____
Westinghouse Electric Corporation which intends to change its
name to CBS Corporation

6. A check in this box: indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized in and done hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3(c)(6)): _____

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 18th day of November, 1997.

CBS Inc.
(Name of Association)

BY: 
(Signature) Claudia E. Morf

TITLE: Vice President and Treasurer

SCHEDULES TO THE
STOCK PURCHASE AGREEMENT

by and between

CBS CORPORATION

(FORMERLY KNOWN AS WESTINGHOUSE ELECTRIC CORPORATION)

and

HONEYWELL INC.

regarding the sale of 361,710 shares of common stock of
Westinghouse Security Electronics, Inc.

Dated as of March 3, 1998

Capitalized terms used but not defined herein shall have the meanings
ascribed thereto in the Agreement.

SCHEDULE 2.16.1

Intellectual Property

1. Patents

- 1.1 Patent Date: 5/31/94
Patent No.: 5,317,330
Description: Dual Resonant Antenna Circuit for RF Tags
Inventor: Everett & Buck
- 1.2 Patent Date: 1/13/96
Patent No.: 5,491,468
Description: Identification System and Method with Passive Tag
Inventor: Everett, Frech, Rodriguiz and Wright

2. Patent Applications Pending

- 2.1 Location: Europe
Application No.: 93307994.9
Description: Dual Resonant Antenna Circuit for RF Tags
Inventor: Everett & Buck
- 2.2 Location: Japan
Application No.: 7-503109
Description: Identification System and Method with Passive Tag
Inventor: Everett, Frech, Rodriguiz and Wright
- 2.3 Location: Japan
Application No.: 5-305807
Description: Tag/Reader Magnetic Isolation using Parallel Offset Coils
Inventor: Wright, Buck, Moore and Rodriguiz
- 2.4 Location: Japan
Application No.: 5-274968
Description: Dual Resonant Antenna Circuit for RF Tags
Inventor: Everett & Buck

3. Registered Trademarks

- 3.1 Mark: QuadraKey
Registration No.: 1,971,428
Date: 04/30/96

3.2 Mark: DigiReader
Registration No.: 1,931,784
Date: 10/31/95

3.3 Mark: NexSentry
Registration No.: 2,080,077
Date: 07/15/97

3.4 Mark: KeyMate (Pending)
Application No.: 75/118,045

3.5 Mark: DuraTag (Pending)
Application No.: 75/102,492

4. Unregistered Trademarks

4.1 SE

4.2 DuraKey

4.3 NexKey

4.4 NexSentry Manager

4.5 NexStar

5. Copyrights

5.1 The Company marks its computer software, printed circuit boards and technical manuals, etc. with a copyright symbol and statement, but does not formally register any copyrights.

6. Actions Threatened in Writing

6.1 Mitron: Per letter dated February 5, 1993, Mitron Systems Corporation claimed that the Company's AVI System may have infringed U.S. Patent No. 4,912,471.

6.2 VATSCO, Inc.: Per letter dated October 16, 1997, VATSCO, Inc. claimed that the Company has infringed U.S. Patent No. 5,144,661.

6.3 Lemelson: Seller has received general allegations of infringement of patents in the name of Jerome H. Lemelson.

7. Other Intellectual Property

7.1 Invention Disclosures

7.1.1 Passive RFD Tag Reader Employing Homodyne Conversion, by Stephen Andrew Robertson (WSE 97-01).

7.1.2 Multi-Technology RFID Card Reader, by Stephen Andrew Robertson (WSE 97-02).

7.1.3 Multi-Technology RFID Credential, by Stephen Andrew Robertson (WSE 97-03).

7.2 Software, trade secrets, processes, technology and know-how owned by the Company or Seller and existing in documented form in the files of the Company, and used exclusively or primarily in the Company's business on or prior to the Closing Date.

7.3 The trade name Westinghouse Security Electronics, Inc.