

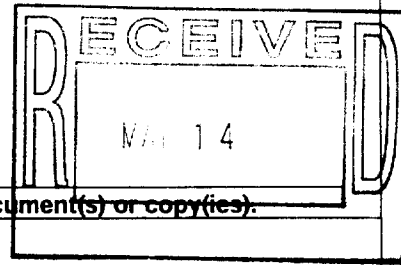
09-27-1999

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



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



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type 5-14-99

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # 1804 Frame # 0965

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other Correct incorrectly recorded *Reg. No.* 1,226,648

Conveying Party Mark if additional names of conveying parties attached

Name Bank of America National Trust and Savings Association Execution Date
Month Day Year 10 13 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other Banking

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name Environmental Systems Products, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 7 Kripes Road

Address (line 2)

Address (line 3) East Granby CT 06026
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 Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

05/19/1999 NTHA11 00000089 1266648

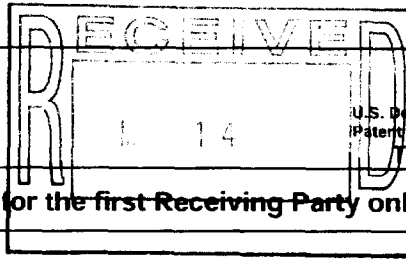
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments 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. 20231

REEL: 001935 FRAME: 0272



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)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1266648"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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.

Kristine Fyfe

5/14/99

Name of Person Signing

Signature

Date Signed

R 10-29-1998

IEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies): 10-22-98
 Bank of America National Trust and Savings Association

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

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

Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release

Execution Date: October 13, 1998

2. Name and address of receiving party(ies)
 Name Environmental Systems Products, Inc.
 Internal Address: _____
 Street Address: 7 Kripes Road
 City: East Granby State: CT ZIP: 06026

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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

Application number(s) or Registration number(s): SEE ATTACHED SCHEDULE

A. Trademark Application No.(s) B. Trademark Registration No.(s)

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:
 Name: Elaine Ziff, Esq.
 Internal Address Skadden, Arps, Slate, Meagher & Flom LLP
 Street Address: 919 Third Avenue
 City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Kristine Fyfe [Signature] 10/20/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:

REEL: 001935 FRAME: 0274

100862789
10/20/98
SOLBNS
0000005

SCHEDULE A

TRADEMARKS

<u>Reg. No</u>	<u>Mark</u>	<u>Reg. Date</u>
1,002,682	AUTOSENSE	01/23/74
1,040,870	AUTOSENSE	06/23/76
1,162,572	AUTOSENSE	07/28/81
1,226,648	MEMORY BAR	02/07/84
1,297,424	CVIS	09/25/84

1,226,648
1266648

PENDING U.S. TRADEMARK APPLICATIONS

<u>Serial No</u>	<u>Mark</u>	<u>Filing Date</u>
183,631	SPRAYSTATION	10/18/96
183,630	THE NEW AGE IN SPRAY BOOTH TECHNOLOGY	10/18/96
290,162	HIGHER ROADS TO AUTO EMISSIONS TESTING	05/12/97
290,161	FASTTEST	05/12/97
290,160	SYSTEM ONE THE ONLY SOLUTION IN EMISSIONS TESTING YOU CAN COUNT ON	05/12/97
290,174	SYSTEM ONE	05/12/97

[RECEIVED] (FR) 10 9 98 19:17 ST 19:14 NO 4561384888 3 13

FROM WFO LLP NY FAX DEPT

RELEASE

This Release granted on this 3th day of October, 1998, by BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION as Collateral Agent ("Collateral Agent") to ENVIRONMENTAL SYSTEMS PRODUCTS, INC., a Delaware Corporation, ("Grantor") as follows:

WITNESSETH

WHEREAS, the Grantor has heretofore granted to the Collateral Agent a Security Interest in certain U.S. Trademarks, Trademark Registrations and Trademark Applications (the "Marks") more particularly set forth on Schedule A attached hereto to secure the Obligations of the Grantor as defined in the Security Agreement between the parties dated as of April 29, 1998; and

WHEREAS, the Collateral Agent wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Collateral Agent hereby releases (without recourse and without any representation or warranty) unto the Grantor any and all right, title and interest in and to the Marks, and more particularly the security interest in the Trademarks, Trademark Registrations and Trademark Applications set forth on Schedule A hereto granted to Collateral Agent by the

Grantor by Security Agreement which grant was duly recorded on May 18, 1998 by way of a Grant of Security Interest in United States Trademarks at Trademark Reel 1728, Frame 0214 in the United States Patent and Trademark Office.

Except as defined herein, capitalized terms used herein and defined in the Security Agreement among the Grantor, the other grantors from time to time party thereto and the Collateral Agent, dated as of April 29, 1998 (as amended from time to time, the "Security Agreement").

(FRI) 10 9 98 19:16/ST. 19:14/NO. 4861384888 9

FROM W&C LLP NY FAX DEPT

TRADEMARK
REEL: 001935 FRAME: 0278

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,
has caused this instrument to be executed under seal on the date first written above.

DATED: October 13, 1998

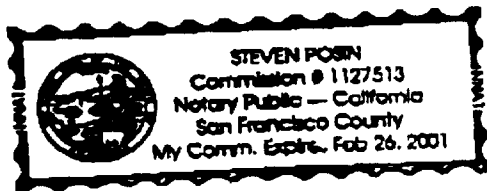
**BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION, as
Collateral Agent**

By: 

Name: Charles D. Graber
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 13th day of October, 1998, before me personally came Charles D. Graber who, being by me duly sworn, did state as follows: that [s]he is Vice President of Bank of America National Trust and Savings Association, that [s]he is authorized to execute the foregoing Release of Security Interest on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Steven Posin
Notary Public

(FR1)10. 9' 98 19 16/ST. 19:14/NO. 4561384892 F 11

FROM W&C LLP NY FAX DEPT