

09-13-1999



101144413

MRD
9-9-99

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

- 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 Release of Security Interest
- Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Execution Date
Month Day Year
08 - 26 1999

Name Bank of New York, The, as Agent

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other New York Banking Corporation
- Citizenship/State of Incorporation/Organization New York

Receiving Party

- Mark if additional names of receiving parties attached

Name Telxon Corporation

DBA/AKA/TA

Composed of

Address (line 1) 3330 West Market Street

Address (line 2)

Address (line 3) Akron, Ohio 44334
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

09/10/1999 JSHADAZZ 00000040 75392457

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 400.00 OP

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)

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.

Erica Peterson

09/08/99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

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)

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 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)

75484487	75506823	

**RELEASE OF SECURITY
INTEREST IN TRADEMARKS**

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (the "Release") made as of the 26 day of August, 1999 by THE BANK OF NEW YORK, as Agent, with an office at One Wall Street, New York, NY 10286 (the "Agent").

W I T N E S S E T H:

WHEREAS, Telxon Corporation ("Telxon", or the "Borrowers"), the Lenders from time to time party thereto (the "Lenders"), the Issuer (as defined in the Credit Agreement defined below), the Swing Line Lender (as defined in the Credit Agreement defined below) and the Bank of New York, as Agent for the the Lenders, the Issuer and the Swing Line Lender, are party to that certain Credit Agreement, dated as of March 8, 1996, as amended, amended and restated, supplemented or otherwise modified from time to time (the "Credit Agreement");

WHEREAS, the Borrower, Teletransaction, Inc., Penright! Corporation and Meta Holding Corporation (collectively, the "Grantors") entered into a Patent and Trademark Security Agreement dated as of March 26, 1999 (the "Patent and Trademark Security Agreement"), pursuant to which each Grantor assigned, conveyed and transferred unto the Agent, for the ratable benefit of the Lenders, the Issuer and the Swing Line Lender, on the terms and conditions contained in the Patent and Trademark Security Agreement, and as additional security for the Secured Obligations (as defined in the Patent and Trademark Security Agreement), a lien upon all of each Grantor's right, title and interest in, to and under the Trademarks (as defined in the Patent and Trademark Security Agreement) and under the goodwill of the business symbolized by the Trademarks, and in, to, and under all assets deriving from and relating to the Trademarks, including, without limitation, license fees and other payments due thereon or in connection therewith;

WHEREAS, the Patent and Trademark Security Agreement was recorded in the United States Patent and Trademark Office (the "PTO") as Document no. 101002146 in Reel 1878, Frame 0174 on March 30, 1999;

NOW, THEREFORE, in consideration of these premises, the Agent hereby agrees as follows:

1. The Agent hereby re-assigns and releases to each Grantor and terminates all right, title and interest that the Agent has in and to the Trademarks listed on Schedule A attached hereto (the "Released Trademarks") and all proceeds of the foregoing; and all general intangibles associated with the foregoing, including without limitation, all goodwill associated in any way with such Released Trademarks; the right to sue for past, present and future infringements, and all rights corresponding thereto; and all rights relating to any related Trademarks or Trademark applications existing in the past, present or future. The Agent will execute and deliver to each Grantor, in a


commercially reasonable manner, at each Grantor's expense, such additional documents as may be reasonably necessary, which are intended to terminate any interest of the Agent in the Released Trademarks.

2. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

3. This Release may be executed in two or more counterparts, and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement.


IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed and delivered by a duly authorized officer on the day and year first above written.

THE BANK OF NEW YORK, as Agent

By: 
Name: ALBERT R TAYLOR
Title: VICE PRESIDENT

**ACCEPTED AND AGREED AS OF
THIS 26th DAY OF AUGUST, 1999**

**TELXON CORPORATION
TELETRANSACTION, INC.
PENRIGHT! CORPORATION
META HOLDING CORPORATION**

By: 
Name: W. M. MICEE
Title: VP/CFO

SCHEDULE A

TELXON CORPORATION

<u>REGISTRATION NUMBER</u>	<u>REG. DATE</u>	<u>MARK</u>
2,029,217	1/7/97	SRD
1,388,088	4/1/86	TEXLON (Stylized)
1,049,958	10/12/76	TEXLON
1,445,004	6/30/87	TPRO
1,446,158	7/7/87	TCAL
1,838,983	6/7/94	GCP

PENDING

<u>SERIAL NO.</u>	<u>MARK</u>
75/392457	AirAware (Stylized)
75/222639	AirAware
75/392458	Orbiting Ball
75/484499	AirGo
75/484486	AirVu
75/484498	AirGate
75/484497	AirBeam
75/484488	AirXon
75/484485	AirVision
75/484487	AirWorx
75/506823	Air I-O