

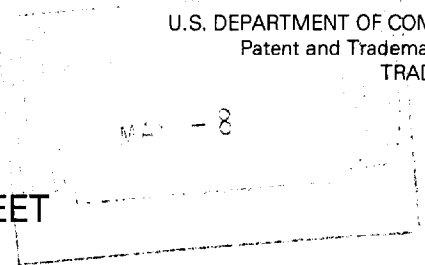
05-24-2000



101366791

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

msd
S-8-a



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>Submission Type</p> <p><input checked="" type="checkbox"/> New</p> <p><input type="checkbox"/> Resubmission Document ID # _____</p> <p><input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____</p> <p><input type="checkbox"/> Corrective Document Reel # _____ Frame # _____</p>	<p>Conveyance Type</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> License</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date: _____</p> <p><input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Name Change</p> <p><input type="checkbox"/> Other _____</p>
---	--

Conveying Party

Name: Brook Electronics Corporation

Formerly:

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation: California

Receiving Party

Name: SST Acquisition Corporation

DBA/AKA/TA:

Address: 2510 Commonwealth Avenue, North Chicago, Illinois 60064

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation: Illinois

05/24/2000 JSHDRAZZ 00000038 2134907

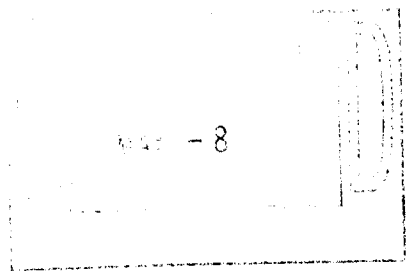
01 FC:481	40.00 OP	FOR OFFICE USE ONLY
02 FC:482	225.00 OP	
Repln. Ref: 05/24/2000 JSHDRAZZ 0015365400		
DOI: 501325	Name/Number: 2134907	
FC: 704	\$135.00 CR	

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

TRADEMARK
REEL: 002077 FRAME: 0883

Domestic Representative Name and Address

Max Shaftal
Shaftal and Associates, Ltd.
300 South Wacker Drive
Suite 3000
Chicago, Illinois 60606
Telephone: 312-913-1800
Facsimile: 312-913-1813



Correspondent Name and Address

Same as Domestic Representative Name and Address.

Pages Enter the total number of pages of the attached conveyance document, including any attachments. 3

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

Trademark Registration Number(s)

2134907
2145171
1772252
1662232
1561951
1397463
1738111
1986266
2191446

Trademark Application Number(s)

75598829

Number of Properties

Enter the total number of properties involved. 10

Fee Amount

Fee Amount for Properties Listed (37 C.F.R. 3.41). \$400.00

Method of payment: Enclosed Deposit Account Number _____ (with authorization to charge additional fees)

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.

Max Shaftal
Name of Person Signing

5/2/00
Date

ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATIONS AND REGISTRATIONS

WHEREAS SST ACQUISITION CORP., an Illinois corporation having a principal place of business at 2510 Commonwealth Avenue, North Chicago, Illinois 60064 ("Purchaser"), is purchasing substantially all of the assets of Brook Electronics Corp. ("Brook"), a California Corporation having a principal place of business at 120 Blue Ravine Road, Folsom, CA 95630 and related entities pursuant to a private foreclosure sale by Finova Capital Corporation ("Finova");

WHEREAS Brook has used and is using the below listed marks and has registered and/or applied for registration of the below listed marks with the United States Patent and Trademark Office, and Purchaser is desirous of acquiring all worldwide right, title and interest in and to the marks and the registrations and/or applications relating thereto;

NOW, THEREFORE, , Brook does hereby acknowledge that Purchaser has acquired all worldwide right, title and interest in and to the below listed marks, together with the goodwill of the business associated with and symbolized by the marks, as well as the pending applications and/or registrations relating thereto and including but not limited to the right to sue for past infringement thereof and any and all common law rights thereto.

Brook further agrees to hereafter execute any additional documents which may be reasonably necessary to effectuate, perfect, record or confirm the transfer of rights and/or Assets.

REGISTRATIONS:

MARKS:	JURISDICTION:	REG. DATE:	REG. NO.:
AIR BASS	United States	2/3/98	2,134,907
Design Only	United States	3/17/98	2,145,171
LIGHTSTREAM(abandoned)	United States	5/18/93	1,772,252
PURE CLASS A	United States	10/29/91	1,862,232
SIMUL-SOURCE Logo	United States	10/24/89	1,561,951
SOUNDSTREAM Logo	United States	6/17/86	1,397,463
SOUNDSTREAM Logo	United States	12/8/92	1,738,111
SPL	United States	7/9/96	1,986,266
TARANTULA Logo	United States	9/22/98	2,191,446

Application:

<u>Mark</u>	<u>Country</u>	<u>Filing Date</u>	<u>Serial No.</u>
STEWART ELECTRONICS	United States	12/3/98	75598829

State Marks:

<u>Mark</u>	<u>State</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
SIMUL-SOURCE LOGO	CA	9/24/89	Abandoned
SOUNDSTREAM LOGO	CA	5/20/95	77113
SOUNDSTREAM LOGO	CA	5/20/95	77114

Brook:
BROOK ELECTRONICS CORP.

By: Donna D. Haas
 Name: DONNA D. HAAS
 Title: President
 Dated: 4/7/00

State of _____
 County of _____

On this _____ day of April, 2000 before me appeared _____, the person who signed this Assignment and acknowledged the he/she signed it as an act on behalf of the corporation, with authority to do so.

 Notary Public

See attached All-Purpose Acknowledgment

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

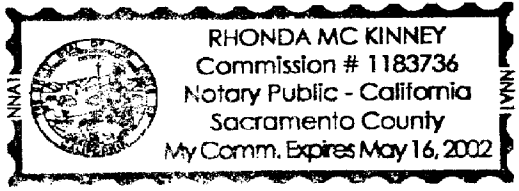
State of California

County of Sacramento } ss.

On April 7, 2000, before me, Rhonda McKinney
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Donna D. Haas
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Rhonda McKinney
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

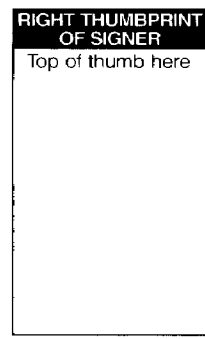
Title or Type of Document: Assignment of U.S. Trademark App & Reg.

Document Date: 4/7/00 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

- Signer's Name: _____
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____