

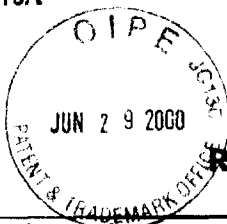
08-03-2000

FORM PTO-1618A  
Expires 08/30/99  
OMB 0651-0027

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



101421921



MKN  
6-29-00

### 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  
Effective Date  
Month Day Year  
5/5/00
- Merger
- Change of Name
- Other Termination

#### Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name Dictaphone Corporation

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 Banker's Trust Company, as Administrative Agent

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 130 Liberty Street

Address (line 2) \_\_\_\_\_

Address (line 3) New York New York 10006  
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 Commercial Bank
- Citizenship/State of Incorporation/Organization \_\_\_\_\_

#### FOR OFFICE USE ONLY

06/02/2000 DNGUYEN 00000179 1850459  
01 FC:481 40.00 DP  
02 FC:482 1800.00 DP

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 Practices. 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

TRADEMARK  
REEL: 002107 FRAME: 0052

FORM PTO-1618C  
Expires 09/30/99  
OMB 0851-0027

# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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 Dictaphone Corporation

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 Banker's Trust Company, as Administrative Agent

DBA/AKA/TA

Composed of

Address (line 1) 130 Liberty Street

Address (line 2)

Address (line 3) New York New York 10006  
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)


1850459	1874569	
1771184	1833730	2036432
1734557	1894893	
1857217	0000000	
1112645	1138347	1149682
1155446	1200929	1239261
1263477	1264801	1329521

FORM PTO-1618C  
Expires 06/30/99  
OMB 0851-0027

# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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 Dictaphone Corporation

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

### Receiving Party

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Mark if additional names of receiving parties attached

Name Banker's Trust Company, as Administrative Agent

DBA/AKA/TA

Composed of

Address (line 1) 130 Liberty Street

Address (line 2)

Address (line 3) New York New York 10006  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

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Other  Citizenship/State of Incorporation/Organization

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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)


0639275	0839595	1079291
0634833	0857502	1649359
0648161	0910683	0000000
0686293	0960303	1681850
0791032	0980913	1687708
0782000	1020975	1819702
0840505	1016763	1725330

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Expires 09/30/99  
OMB 0851-0027

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

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 Dictaphone Corporation

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 Banker's Trust Company, as Administrative Agent

DBA/KA/TA

Composed of

Address (line 1) 130 Liberty Street

Address (line 2)

Address (line 3) New York

New YORK

10005

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
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- 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)**


1336428	1532738	1356367
1349069	1344109	1517038
1347516	1483117	1484072
1388961	1467773	1431798
1467774	1419061	1419062
1535025	1536121	1486790
1561833	1548098	1663759

FORM PTO-1618C  
Expires 09/30/99  
OMB 0851-0027

# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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).

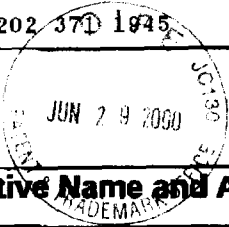
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### Registration Number(s)

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



Page 2

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

**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)		
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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.

Carol S. Ennis

*Carol S. Ennis*

6/28/00

Name of Person Signing

Signature

Date Signed

**TERMINATION OF COLLATERAL ASSIGNMENT AND SECURITY  
INTEREST OF BANKER'S TRUST COMPANY, AS ADMINISTRATIVE  
AGENT**



This is a Termination of Collateral Assignment and Security Interest, dated June 21<sup>st</sup>, 2000, executed by Banker's Trust Company, as Administrative Agent, 130 Liberty Street, 33<sup>rd</sup> Floor, New York, NY 10006 (the "Secured Party"), releasing all security interests of Secured Party in the Intellectual Property Collateral (defined below) owned by Dictaphone Corporation ("Dictaphone").

Recitals

WHEREAS, Dictaphone granted Secured Party collateral assignments and security interests in its Intellectual Property collateral (the "Security Interest"), as evidenced by the Collateral Assignments and Security Agreements between Dictaphone and the Secured Party dated and recorded in the United States Patent and Trademark Office on August 26, 1995 at Reel 007648, Frame 0744 for various patents and on August 25, 1995 at Reel Number 1394, Frame 0130 for various trademarks (the "Security Agreement");

WHEREAS, Dictaphone desires termination of the Secured Party's Security Interest; and

WHEREAS, the Secured Party is willing to terminate its Security Interest.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. "Intellectual Property" means all trademarks, tradenames, copyrights, technology, know-how and processes used in or necessary for the conduct of the business of the Dictaphone and its subsidiaries as currently conducted that are material to the condition (financial or otherwise), business or operations of Dictaphone and its subsidiaries, taken as a whole. The Intellectual Property shall include, without limitation, the following patents and trademarks:

PATENTS

Description

U.S. Patent Number

See Exhibit A

TRADEMARKS

Mark

Application Number

Registration Number

See Exhibit B

2. Termination of Security Interest. Secured Party hereby terminates all of the Secured Party's Security Interest in the Intellectual Property including, without limitation, that set forth at Reel 007648, Frame 0744 and Reel Number 1394, Frame 0130.

IN WITNESS WHEREOF, Secured Party has caused this Termination of Security Interest to be duly executed on the date first mentioned above.

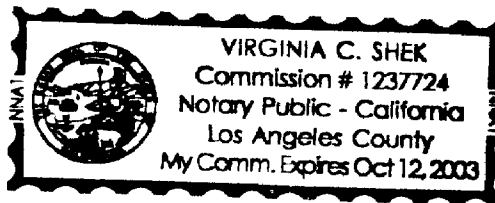
BANKER'S TRUST COMPANY,  
as Administrative Agent

By: *Victoria Ann Floyd*  
Name: VICTORIA ANN FLOYD  
Title: DIRECTOR

*California*  
STATE OF ~~NEW YORK~~ )  
*Los Angeles* ) ss  
COUNTY OF ~~NEW YORK~~ )

On this 21<sup>st</sup> day of June, 2000 before me personally appeared VICTORIA ANN FLOYD, to me personally known, who being by me duly sworn says that he/she is the DIRECTOR of BANKER'S TRUST COMPANY, duly authorized to execute this instrument for BANKER'S TRUST COMPANY and that said execution was the free act and deed of BANKER'S TRUST COMPANY.

*Virginia C. Shek*  
Notary Public



#920420 v\1 - enniscl:- q78011.docl:- 16281/40



EXHIBIT A

PAGE: 1

REEL: 007648 FRAME: 0744 DATE RECORDED: 08/26/95 NUMBER OF PAGES: 049

ASSIGNOR: DICTAPHONE CORPORATION U.C.

EXC DATE: 08/25/95

ASSIGNEE: BANKER'S TRUST COMPANY, AGENT FOR AND REPRESENTATIVE OF LENDERS SET FORTH IN SCHEDULE A HERETO  
130 LIBERTY STREET, 33RD FLOOR  
NEW YORK, NEW YORK 10006

BRIEF: SECURITY INTEREST (SEE DOCUMENT FOR DETAILS).

RETURN ADDRESS: GREGOR N. NEFF, ESQ.  
CURTIS, MORRIS & SAFFORD, P.C.  
530 FIFTH AVENUE  
NEW YORK, NY 10036

PATENT NUMBER: 5448420 Serial Number: 100,401  
PATENT NUMBER: 5446603 Serial Number: 171,286  
PATENT NUMBER: 5457782 Serial Number: 147,421

PRESS XMIT FOR NEXT PAGE OR FOR A SPECIFIC PAGE

ENTER PAGE NUMBER (2 DIGITS MAX.), PRESS XMIT

05/31/00 13:54

PAGE: 2

PATENT NUMBER: 5524261 Serial Number: 329,795  
PATENT NUMBER: 4099209  
PATENT NUMBER: 4188507  
PATENT NUMBER: 4200893  
RELATED PATENT NUMBERS: 4515995  
PATENT NUMBER: D263467  
PATENT NUMBER: 4319337  
PATENT NUMBER: 4319091  
PATENT NUMBER: 4309571  
PATENT NUMBER: D266503  
PATENT NUMBER: 4328397  
PATENT NUMBER: 4378577  
PATENT NUMBER: 4410923  
PATENT NUMBER: D266665  
PATENT NUMBER: D293100  
PATENT NUMBER: 4692825  
PATENT NUMBER: 4470561

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PAGE: 3

PATENT NUMBER: 4686587  
 PATENT NUMBER: 4688117  
 PATENT NUMBER: 4658097  
 PATENT NUMBER: 4621350  
 PATENT NUMBER: 4623988  
 PATENT NUMBER: 4523055  
 PATENT NUMBER: 4636888  
 PATENT NUMBER: D290252  
 PATENT NUMBER: D291882  
 PATENT NUMBER: 4594042  
 PATENT NUMBER: 4663680  
 PATENT NUMBER: D293782  
 PATENT NUMBER: D293781  
 PATENT NUMBER: D290258  
 PATENT NUMBER: 4677501  
 PATENT NUMBER: 4817127  
 PATENT NUMBER: 4809116

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05/31/00 13:54  
 PAGE: 4

PATENT NUMBER: 4794474  
 PATENT NUMBER: 4858213  
 PATENT NUMBER: D298125  
 PATENT NUMBER: D298126  
 PATENT NUMBER: D301337  
 PATENT NUMBER: D295743  
 PATENT NUMBER: 4660339  
 PATENT NUMBER: 4975896  
 PATENT NUMBER: 4790002  
 PATENT NUMBER: 4969136  
 PATENT NUMBER: 4722077  
 PATENT NUMBER: 4800582  
 PATENT NUMBER: 4891835  
 PATENT NUMBER: D302275  
 PATENT NUMBER: D298233  
 PATENT NUMBER: 4758913  
 PATENT NUMBER: D299716

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PAGE: 5

PATENT NUMBER: D306731  
 PATENT NUMBER: D306591  
 PATENT NUMBER: 5216744  
 PATENT NUMBER: 4853952  
 PATENT NUMBER: 4827461  
 PATENT NUMBER: 4811131  
 PATENT NUMBER: 4873592  
 PATENT NUMBER: 4958367  
 PATENT NUMBER: 4864432  
 PATENT NUMBER: 4888652  
 PATENT NUMBER: 4835630  
 PATENT NUMBER: 4851937  
 PATENT NUMBER: 4817132  
 PATENT NUMBER: 5008835  
 PATENT NUMBER: 5003575  
 PATENT NUMBER: 4975894  
 PATENT NUMBER: 5051924

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05/31/00 13:55  
 PAGE: 6

PATENT NUMBER: 5146439  
 PATENT NUMBER: 4922514  
 PATENT NUMBER: 4893197  
 PATENT NUMBER: 5000871  
 PATENT NUMBER: 4924332  
 PATENT NUMBER: 5033077  
 RELATED PATENT NUMBERS: 5126543  
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 PATENT NUMBER: 5126543  
 PATENT NUMBER: 5153905  
 PATENT NUMBER: 5179627  
 PATENT NUMBER: 5265075  
 PATENT NUMBER: 5274738  
 PATENT NUMBER: 5404455  
 PATENT NUMBER: 5353259  
 PATENT NUMBER: D356788  
 PATENT NUMBER: 5396371

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05/31/00 13:55

PAGE: 7

PATENT NUMBER: 5339203

PATENT NUMBER: 1298232

NO MORE INFORMATION FOR REEL 007648 FRAME 0744

05/31/00 13:54

\*\*\* LAST PAGE \*\*\* ENTER PAGE NUMBER (2 DIGITS MAX.)  
AND PRESS XMIT TO GO BACK TO DESIRED PAGE

05/31/00 13:55

The following patent applications are pending:

<u>Serial Number</u>	<u>Filing Date</u>
269,327	7/30/94
100,944	8/3/93
997,060	12/28/92
958,394	10/8/92
102,678	8/5/93
329,393	10/26/94
370,957	3/2/95

## EXHIBIT B

ASSIGNMENT FOR TRADEMARK REEL AND FRAME NUMBER: 1394/0130 PAGE: 1  
 REEL: 1394 FRAME: 0130 DATE RECORDED : 08/25/1995  
 NUMBER OF PAGES: 049  
 ASSIGNOR: DICTAPHONE CORPORATION (U.S.)  
 ASSIGNEE: BANKER'S TRUST COMPANY, AGENT FOR AND BE  
 REPRESENTATIVE OF LENDERS SET FORTH IN SCH  
 EDULE A HERETO  
 BRIEF : SECURITY INTEREST  
 CORRESPONDENCE ADDRESS: GREGOR N. NEFF, ESQ.  
 CURTIS, MORRIS & SAFFORD, P.C.  
 530 FIFTH AVENUE  
 NEW YORK, NY 10036

SERIAL NUMBER: 71/030037	REGISTRATION NUMBER: 0066997
SERIAL NUMBER: 71/209235	REGISTRATION NUMBER: 0203885
SERIAL NUMBER: 71/449546	REGISTRATION NUMBER: 0395290
SERIAL NUMBER: 71/573364	REGISTRATION NUMBER: 0534652
SERIAL NUMBER: 71/598524	REGISTRATION NUMBER: 0546422
SERIAL NUMBER: 71/625464	REGISTRATION NUMBER: 0577285
SERIAL NUMBER: 71/634634	REGISTRATION NUMBER: 0576403

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OR A NEW SEARCH ENTER TRANSACTION CODE AND SEARCH  
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ASSIGNMENT FOR TRADEMARK REEL AND FRAME NUMBER: 1394/0130 PAGE: 2  
 REEL: 1394 FRAME: 0130 DATE RECORDED : 08/25/1995  
 NUMBER OF PAGES: 049

SERIAL NUMBER: 71/635410	REGISTRATION NUMBER: 0591186
SERIAL NUMBER: 71/674875	REGISTRATION NUMBER: 0613661
SERIAL NUMBER: 72/001221	REGISTRATION NUMBER: 0639275
SERIAL NUMBER: 72/001222	REGISTRATION NUMBER: 0634833
SERIAL NUMBER: 72/009843	REGISTRATION NUMBER: 0648161
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SERIAL NUMBER: 72/291548	REGISTRATION NUMBER: 0857502
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SERIAL NUMBER: 73/027830	REGISTRATION NUMBER: 1016763
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ASSIGNMENT FOR TRADEMARK REEL AND FRAME NUMBER: 1394/0130 PAGE: 3

REEL: 1394 FRAME: 0130 DATE RECORDED : 08/25/1995

NUMBER OF PAGES: 049

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SERIAL NUMBER: 73/223901	REGISTRATION NUMBER: 1149682
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SERIAL NUMBER: 73/386304	REGISTRATION NUMBER: 1264801
SERIAL NUMBER: 73/490308	REGISTRATION NUMBER: 1329521
SERIAL NUMBER: 73/490309	REGISTRATION NUMBER: 1336428
SERIAL NUMBER: 73/497036	REGISTRATION NUMBER: 1532738
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SERIAL NUMBER: 73/510034	REGISTRATION NUMBER: 1349069
SERIAL NUMBER: 73/510035	REGISTRATION NUMBER: 1344109
SERIAL NUMBER: 73/514109	REGISTRATION NUMBER: 1517038
SERIAL NUMBER: 73/514107	REGISTRATION NUMBER: 1347516
SERIAL NUMBER: 73/559358	REGISTRATION NUMBER: 1483117

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OR A NEW SEARCH ENTER TRANSACTION CODE AND SEARCH 05/31/00 13:49

CATEGORY HERE:

ASSIGNMENT FOR TRADEMARK REEL AND FRAME NUMBER: 1394/0130 PAGE: 4

REEL: 1394 FRAME: 0130 DATE RECORDED : 08/25/1995

NUMBER OF PAGES: 049

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SERIAL NUMBER: 73/765471	REGISTRATION NUMBER: 1548098
SERIAL NUMBER: 74/009856	REGISTRATION NUMBER: 1663759
SERIAL NUMBER: 74/044315	REGISTRATION NUMBER: 1645871
SERIAL NUMBER: 74/044316	REGISTRATION NUMBER: 1648701
SERIAL NUMBER: 74/056681	REGISTRATION NUMBER: 1696822
SERIAL NUMBER: 74/061357	REGISTRATION NUMBER: 1638969

ESS XMIT LINE TO CONTINUE. ENTER 'P' HERE TO PAGE BACKWARDS:

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CATEGORY HERE:

ASSIGNMENT FOR TRADEMARK REEL AND FRAME NUMBER: 1394/0130 PAGE: 5

REEL: 1394 FRAME: 0130 DATE RECORDED : 08/25/1995

NUMBER OF PAGES: 069

SERIAL NUMBER: 74/080269	REGISTRATION NUMBER: 1649359
SERIAL NUMBER: 74/141060	REGISTRATION NUMBER: 0000000
SERIAL NUMBER: 74/143983	REGISTRATION NUMBER: 1681850
SERIAL NUMBER: 74/163876	REGISTRATION NUMBER: 1687708
SERIAL NUMBER: 74/246751	REGISTRATION NUMBER: 1819702
SERIAL NUMBER: 74/247010	REGISTRATION NUMBER: 1725330
SERIAL NUMBER: 74/247045	REGISTRATION NUMBER: 1850459
SERIAL NUMBER: 74/249007	REGISTRATION NUMBER: 1771184
SERIAL NUMBER: 74/255376	REGISTRATION NUMBER: 1734557
SERIAL NUMBER: 74/385471	REGISTRATION NUMBER: 1857217
SERIAL NUMBER: 74/385472	REGISTRATION NUMBER: 1874569
SERIAL NUMBER: 74/391686	REGISTRATION NUMBER: 1833730
SERIAL NUMBER: 74/391694	REGISTRATION NUMBER: 1854893
SERIAL NUMBER: 74/609928	REGISTRATION NUMBER: 0000000
SERIAL NUMBER: 74/639864	REGISTRATION NUMBER: 2086432

ASSIGNMENTS RECORDED PRIOR TO 1/1/55 ARE NOT CONTAINED IN THIS DATA BASE.

\*LAST PAGE\*\*, ENTER 'P' HERE TO PAGE BACKWARDS:

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05/31/00 13:49

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