

10-27-2000



101497697

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7-24-00

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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

DBA/AK/A/T/A

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 Assignment.)

FOR OFFICE USE ONLY

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

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.)

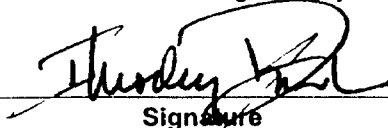
Deposit Account Number: #

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.

I. Morley Drucker, Esq.



6/8/00

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, PB Electronics, Inc., a Delaware corporation with its principal place of business at 15 Business Park Way, Sacramento, California 95828-0903 ("PB"), formerly known as Packard Bell NEC, Inc., has adopted and used certain trademarks and service marks, and has filed United States federal trademark and service mark applications for, the following trademarks and service marks, all of which are presently pending ("the Marks"):

U.S. Trademark Application	Serial Number
PRIORITY ONE and Design	75/814,664
PRIORITY ONE PRODUCTS and Design	75/811,989
PRIORITY ONE SERVICE and Design	75/811,986
PRIORITY ONE SERVICE and Design	75/811,985
PRIORITY ONE SUPPORT and Design	75/811,988
PRIORITY ONE and Design	75/811,987

WHEREAS, Alorica, Inc., a California corporation with its principal place at 14726 Ramona Avenue, Third Floor, Chino, California 91710 ("Alorica"), successor to that portion of PB's business to which the Marks pertain, desires to acquire all of PB's right, title and interest to the Marks in the United States and worldwide;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, PB hereby assigns unto Alorica, "AS IS" and without any representation or warranty of any kind, except as set forth above, and without any further responsibility or liability of any kind with respect to said Marks, all of PB's right, title and interest, including common law rights, in the United States and all other countries and jurisdictions of the world, in and to all of the Marks, together with the goodwill of the business symbolized by the Marks and applications therefore.

Signed at Sacramento, California, this 7 day of April, 2000.

PB ELECTRONICS, INC.
(formerly known as Packard Bell NEC, Inc.)

By: 

Name: Norio Tanoue

Title: President and Chief Executive Officer

CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

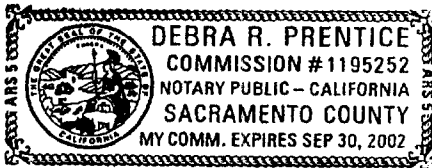
State of California

County of Sacramento

On 4-07-2000 before me, Debra R. Prentice, Notary Public, personally

appeared Norio Taniguchi

personally known to me - or - 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.

Debra R. Prentice

Description of Attached Document (Optional)

Title or Type of Document: Trademark Assignment

Document Date: 4-7-2000 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

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

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PACKARD BELL NEC, INC.", CHANGING ITS NAME FROM "PACKARD BELL NEC, INC." TO "PB ELECTRONICS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0357517

DATE: 04-03-00

2289259 8100

001168867

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 04/03/2000
00168857 - 2289239

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

The undersigned, Norio Tanoue certifies that:

1. He is the President and Secretary of Packard Bell NEC, Inc., a Delaware Corporation (the "Corporation").

2. Article One of the Certificate of Incorporation of this Corporation is amended and restated in its entirety to read as follows:

"FIRST: the name of the corporation is PB Electronics, Inc. (the "Corporation")."

3. The foregoing amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment to the Certificate of Incorporation has been duly approved by the required vote of the stockholders of the Corporation in accordance with Section 242(a) of the Delaware General Corporation Law. The number of shares voting in favor of the amendment equaled or exceeded the votes required. The percentage vote required was greater than 50%.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Incorporation on this 21 day of March, 2000.



By: Norio Tanoue
Title: President and Secretary

20000731_L.DOC

TOTOL P.04

Please acknowledge receipt of a Recordation Form Cover Sheet, Trademark Assignment and our check in the amount of \$165.00 in re application of:

Assignor: PB Electronics, Inc.

Assignee: Alorica, Inc.

Mark: PRIORITY ONE and Design; PRIORITY ONE PRODUCTS and Design; PRIORITY ONE SERVICE and Design; PRIORITY ONE SERVICE and Design; PRIORITY ONE SUPPORT and Design; and PRIORITY ONE and Design

Serial No.: 75/814,664; 75/811,989; 75/811,986; 75/811,985; 75/811,988; and 75/811,987

Filed: October 4, 1999 and September 30, 1999

Docket No.: PACKB-51916, 51915, 51917, 52411, 51918, and 52412

Date Mailed: June 8, 2000

IMD:gkm

RECORDED: 07/24/2000

TRADEMARK
REEL: 002162 FRAME: 0950