

10-31-2000

OMB No. 0651-0011(exp-4/94)

35631

TRADEI



101499560

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

1. Name of conveying party(ies):

AirTouch Teletrac

- ☐ Individual ☐ Association
☒ General Partnership ☐ Limited Partnership
☐ Corporation-State
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: **December 28, 1995**

2. Name and address of receiving party(ies)

Name: **AirTouch Services**

Internal Address:

Street Address: **2999 Oak Road, MS 1025**City: **Walnut Creek** State: **CA** ZIP: **94596**

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State California
☐ 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

TELETRAC & Design - 1,800,478Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Alfred N. Goodman****Roylance, Abrams, Berdo & Goodman, LLP**

Internal Address:

Street Address: **1300 19th Street, N.W.****Suite 600**City: **Washington State: D.C.** ZIP: **20036**

6. Total number of applications and registrations involved:

17. Total fee (37 CFR 3.41) : **\$40.00**

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

18-2220

(Attach duplicate copy of this page if paying by deposit account)

10/30/2000 RHHWED1 00000068 182220 1800478

DO NOT USE THIS SPACE

01 FC:401 40.00 CH

9. 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.

Alfred N. Goodman

Name of Person Signing

Alfred N. Goodman

Signature

9/29/00

Date

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

12

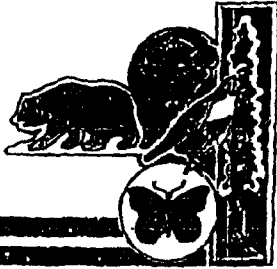
Mail documents to be recorded with required cover sheet Information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 002164 FRAME: 0714



State
of
California
SECRETARY OF STATE

AIRTOUCH SERVICES

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports to
be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 27 1996



Bill Jones

Secretary of State

**CERTIFICATE OF SECRETARY
AIRTOUCH SERVICES**

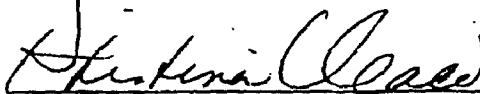
The undersigned certifies that attached as "Exhibit A" is a true and correct copy of a certain document entitled "Resolution of the Board of Directors of AirTouch Services" duly approved by the Board of Directors of AirTouch Services on September 18, 1995. This document addresses the sale of the assets of AirTouch Teletrac, a California general partnership, by its sole partners, AirTouch Services and Location Technologies, Inc.

The undersigned further certifies that attached as "Exhibit B" is a true and correct copy of a certain document entitled "Certificate of Ownership of AirTouch Services" dated December 21, 1995 and filed with the Secretary of State of the State of California on December 28, 1995. This document reflects the merger of Location Technologies, Inc. into AirTouch Services.

Executed at San Francisco, California on this 18th day of July, 1996.

**AIRTOUCH SERVICES
A California Corporation**

By:



**Kristina Veaco
Secretary**

33964

**TRADEMARK
REEL: 1485 FRAME: 0681**

**TRADEMARK
REEL: 002164 FRAME: 0716**

CONSENT OF BOARD OF DIRECTORS
AIRTOUCH SERVICES
(A California Corporation)

The undersigned, being all of the directors of AirTouch Services, unanimously consent to the adoption of the attached resolution entitled "Teletrac" pursuant to Section 307 (b) of the California General Corporation Law effective as of the date below. This consent may be executed in counterparts.



C. L. Cox

M. S. Gyani

R. C. Stewart

September 18, 1995

27375

TRADEMARK
REEL: 1485 FRAME: 0682

TRADEMARK
REEL: 002164 FRAME: 0717

CONSENT OF BOARD OF DIRECTORS
AIRTOUCH SERVICES
(A California Corporation)

The undersigned, being all of the directors of AirTouch Services,
unanimously consent to the adoption of the attached resolution entitled "Teletac"
pursuant to Section 307 (b) of the California General Corporation Law effective as
of the date below. This consent may be executed in counterparts.

C. L. Cox



M. S. Gyahi

R. C. Stewart

September 18, 1995

2711
TRADEMARK
REEL: 1485 FRAME: 0683

TRADEMARK
REEL: 002164 FRAME: 0718

CONSENT OF BOARD OF DIRECTORS
AIRTOUCH SERVICES
(A California Corporation)

The undersigned, being all of the directors of AirTouch Services, unanimously consent to the adoption of the attached resolution entitled "Teletrac" pursuant to Section 307 (b) of the California General Corporation Law effective as of the date below. This consent may be executed in counterparts.

C. L. Cox

M. S. Gyani



R. C. Stewart

September 16, 1995

27375

TRADEMARK
REEL: 1485 FRAME: 0684

TRADEMARK
REEL: 002164 FRAME: 0719

**Resolution of the Board of Directors
AirTouch Services**

Teletrac

WHEREAS this Corporation and its wholly owned subsidiary, Location Technologies, Inc. ("LTI") are the sole partners of AirTouch Teletrac, a California general partnership ("Teletrac"); and

WHEREAS discussions regarding a sale of Teletrac's assets have been underway with potential buyers; and

WHEREAS this Corporation intends to terminate the Teletrac partnership through a merger of LTI with and into this Corporation, which shall be the surviving Corporation and the successor by operation of law to all of Teletrac's assets, liabilities, rights and obligations; and

WHEREAS Teletrac, Inc., a corporation formed at the direction of PentaPage, has offered to acquire the assets of Teletrac from this Corporation following the termination of the Teletrac partnership;

NOW THEREFORE BE IT

RESOLVED that this Board of Directors has determined that it is in the best interests of this Corporation to sell the Teletrac assets, upon succession thereto, to Teletrac, Inc. on the terms and conditions presented to this meeting;

and be it further

RESOLVED that the key terms and conditions of Asset Purchase Agreement and the Bill of Sale, Assignment and Assumption Agreement between this

27370

TRADEMARK
REEL: 1485 FRAME: 0685

TRADEMARK
REEL: 002164 FRAME: 0720

Corporation and Teletrac, Inc. as presented to this meeting are approved;

and be it further

RESOLVED that C. Lee Cox and Mohan S. Gyani, and each of them (the "Authorized Officers") are authorized to execute and deliver the Asset Purchase Agreement, the Bill of Sale, Assignment and Assumption Agreement and a Non-Compete Agreement among Teletrac, Inc. and this Corporation having the terms and conditions substantially as presented to this meeting, with such changes or modifications as the executing officer shall determine to be necessary or appropriate, such determination to be conclusively evidenced by such execution and delivery;

and be it further

RESOLVED that the officers of this Corporation, and each of them, are authorized to do or cause to be done any and all such acts and things and to execute and deliver all such documents as they deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

27370

2

RECORDED: 07/19/1996

TRADEMARK
REEL: 1485 FRAME: 0686

TRADEMARK
REEL: 002164 FRAME: 0721



A470143

FILED IN
In the office of the Secretary of State
of the State of California

1295714
**CERTIFICATE OF OWNERSHIP
OF
AIRTOUCH SERVICES**

DEC 28 1995

[Signature]
L. JONES, Secretary of State

Mohan S. Gyani and Kristina Veaco certify that:

1. They are the vice president, treasurer and chief financial officer, and the secretary, respectively, of AIRTOUCH SERVICES, a California corporation.

2. The corporation owns 100 percent of the outstanding shares of LOCATION TECHNOLOGIES, INC., a California corporation.

3. The following resolution was duly adopted by the board of directors of the corporation:

RESOLVED, that the corporation shall merge into itself Location Technologies, Inc., its wholly owned subsidiary corporation, and shall assume all the liabilities of said subsidiary corporation.

[Signature]
Mohan S. Gyani
Vice President, Treasurer and Chief
Financial Officer

[Signature]
Kristina Veaco
Secretary

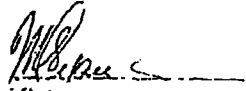
TRADEMARK

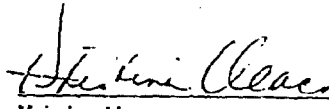
REEL: 1485 FRAME: 0676

TRADEMARK
REEL: 002164 FRAME: 0722

The undersigned declare under penalty of perjury under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same is true of their own knowledge.

Dated: December 21, 1995.


Mohan S. Giam
Vice President, Treasurer and Chief
Financial Officer


Kristina Veaco
Secretary

TRADEMARK
REEL: 1485 FRAME: 0677