

11-13-2000

Form PTO-1594
(Rev. 6-93)

RECORDA
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

11300

Audio Precision, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State: Oregon
- 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: September 29, 2000

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

A. Trademark Application No.(s)
74/176,870 74/141,873

B. Trademark Registration No.(s)
2,150,033

Additional numbers attached? Yes No

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

Name: Sandy B. Reisman
Internal Address: Perkins Coie LLP
Street Address: P. O. Box 1247
City: Seattle State: WA ZIP: 98111-1247

6. Total number of applications and registrations involved: **12**

7. Total fee (37 CFR 3.41):.....\$ **315.00**
 Enclosed
 Authorized to be charged to deposit account
 Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Sandy B. Reisman

October 30, 2000

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet, attachments and document: **6**

DO NOT DETACH THIS PORTION

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

4B. Additional trademark registration numbers:
(continued from page 1)

2,135,213
2,152,381
1,831,950
1,734,487
1,639,591
1,713,120
1,631,450
1,721,789
1,660,580

ASSIGNMENT OF TRADEMARKS

WHEREAS, Audio Precision, Inc., an Oregon corporation having a place of business at 5750 S.W. Arctic Drive, Beaverton, Oregon 97005 ("Assignor"), has adopted and used in its business and is the sole and exclusive owner of each of the trademarks listed in Annex A attached hereto and incorporated herein by reference, which trademarks are or have been registered, or for which applications have been filed in the United States Patent and Trademark Office under the registration or application numbers listed in Annex A (all of such trademarks, registrations and applications for registration are herein referred to as the "Trademarks");

WHEREAS, HP Holdings Three, Inc., an Oregon corporation having a place of business at Five Centerpointe Drive, Suite 100, Lake Oswego, Oregon 97035 ("Assignee"), desires to acquire the entire right, title and interest in and to each of the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by Assignor, Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby.

Assignor hereby covenants that no sale, assignment, agreement or encumbrance has been or will be made or entered into that would conflict with this Assignment of Trademarks.

This Assignment of Trademarks shall inure to the benefit of and be binding upon Assignee and Assignor and their respective successors and assigns.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment of Trademarks as of September 29, 2000.

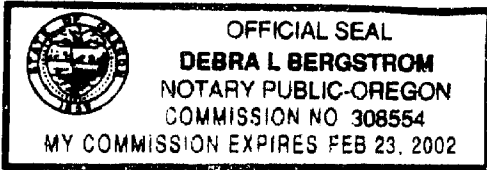
AUDIO PRECISION, INC.

By *B. E. Hofer*
Name: Bruce E. Hofer
Title: President

State of Oregon

County of Multnomah

This instrument was acknowledged before me on September 29, 2000 by Bruce E. Hofer, as President of Audio Precision, Inc.



 Debra Bergstrom
Notary Public for *Oregon*
My Commission Expires: *02-23-02*

Annex A

to Assignment of Trademarks

U.S. Trademark Registrations

Mark	Reg. No.	Reg. Date	Status
APWIN	2,50,033	4/14/98	Registered
SYSTEM TWO	2,35,213	2/10/98	Registered
SYSTEM ONE	2,52,381	4/21/98	Registered
FASTTEST	1,831,950	4/19/94	Registered
FASTTEST [Germany]	2,028,164	1/18/93	Registered
FASTTEST [Japan]	2,687,355	7/29/94	Registered
PORTABLE ONE	1,734,487	11/24/92	Registered
AUDIO PRECISION	1,639,591	4/2/91	Registered
SYSTEM ONE + DSP	1,713,120	9/8/92	Registered
SYSTEM ONE	1,631,450	1/15/91	Cancelled
AUDIO TST	1,721,789	10/6/92	Registered
DUAL DOMAIN	1,560,580	10/15/91	Registered

U.S. Trademark Applications

Mark	Serial No.	Application Date	Status
AC MAINS CHECK	74/176,870 (use-based)	6/17/91	Abandoned
FASTEST	74/141,873 (intent-to-use)	2/25/91	Abandoned

ASSIGNMENT OF TRADEMARKS
[28566-0006;PA003700.083]

RECORDED: 11/03/2000

**TRADEMARK
REEL: 002172 FRAME: 0895**