

09-07-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101835666

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

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

1. Name of conveying party(ies):

C.O. Tools, Inc.

09/04/01

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

2. Name and address of receiving party(ies)

Name: Audiovox Specialized Applications, LLC

Internal Address:

Street Address: 23119 Cooper Drive

City: Elkhart State: IN Zip: 46514

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

Other Limited Liability Company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

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

A. Trademark Application No.(s) (serial number)

78076890

B. Trademark Registration No.(s)

1900330

Additional number(s) attached Yes No

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

Name: Christopher R. Putt, Esq.

Internal Address:

MAY, OBERFELL & LORBER Street Address: 300 North Michigan

City: South Bend State: IN Zip: 46601

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

N/A

(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.

CHRISTOPHER R. PUTT Name of Person Signing

Signature

8/28/01 Date

Total number of pages including cover sheet, attachments, and document: 15

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

09/06/2001 TDIAZ1 00000058 78076890

01 FC:481 40.00 OP 02 FC:482 25.00 OP

TRADEMARK REEL: 002363 FRAME: 0235

## ASSET PURCHASE AGREEMENT

COMES NOW Curtis Hill, Court-appointed Receiver of C. O. Tools, Inc. ("Seller"), and AudioVox Specialized Applications, LLC ("Buyer") and enter into this Asset Purchase Agreement on this 27 day of April, 2001.

### RECITALS

Whereas, pursuant to Order of the Elkhart County Superior Court, Curtis Hill has been appointed to act as the Receiver for C.O. Tools, Inc.;

Whereas, Buyer desires to purchase certain assets of C. O. Tools, Inc. from Seller; and

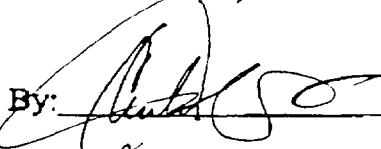

Whereas, the parties desire to memorialize their agreement for the sale and purchase of assets.

### AGREEMENT

- 1. Sale of Assets:** Seller hereby sells to Buyer those assets listed on Schedule I ("Purchased Assets").
- 2. Purchase Price:** Buyer shall pay Seventy-Five Thousand and No/100 Dollars (\$75,000) cash at time of execution of this agreement as payment in full for the Purchased Assets.
- 3. Warranty Responsibility:** Buyer agrees, as additional consideration to honor warranty claims of three accounts listed on Schedule III up to a maximum of Three Thousand and No/100 Dollars (\$3,000) per account.
- 4. Assets Sold "As Is":** Seller is making no representation or warranty whatsoever as to the quality or fitness of the Purchased Assets. The only representation Seller makes as to the Purchased Assets is that they are being sold free and clear of all liens and encumbrances and that Seller is conveying good and merchantable title to the Purchased Assets.
- 5. Governing Law:** This Agreement shall be interpreted and enforced pursuant to the laws of the State of Indiana.

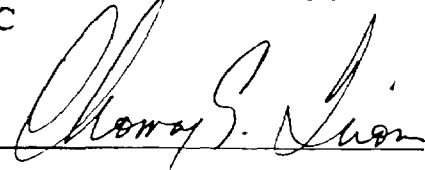
**"Seller"**

**C. O. TOOLS, INC. by  
CURTIS HILL, Receiver**

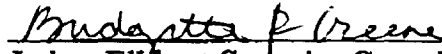
By:   
Its: 

**"Buyer"**

**AudioVox Specialized Applications,  
LLC**

By:   
Its: CEO

THE SALE OF ASSETS AS SET FORTH herein is hereby approved and Ordered  
this 24<sup>th</sup> day of April, 2001.

  
Judge, Elkhart Superior Court No. 1  
Pro Tem

**C. O. TOOLS  
LIST OF ASSETS**

**RAW INVENTORY**

<b>PART IDENTIFIER</b>	<b>DESCRIPTION</b>
014-413-DECC	Dodge Fender Cap
014-48CR-BAG	#NG4PD Hardware Kit
014-58CR-BAG	#NG5PD Hardware Kit
014-632-202	Small 10 Pack Box 5PF
014-632-S5PS	S5PPS Small 5 Pk Premiere
014-70EPDM	70 EPDM Rubber V Channel
014-81126CA	U-Channel/Fender Flares
014-BAG-873	F873 Hardware Kit
014-BAG-883	883 Hardware Kit
014-BAG-F572	Hardware Kit/96 Nissan
014-BAG-F774	F774.785.HW785 Hardware Kit
014-BAG-F782	F782 Hardware Kit
014-BAG-W571	4 Screws/Washers-6CLR B/O
014-BAG-W573	Nissan Hardware Kit
014-BAG-W671	W671 Hardware Kit
014-BAG-W851	W851.W885 Hardware Kit
014-BAG-W854	Hardware Kit - W854
014-BAG-W872	W872 Hardware Kit
014-BAG-W881	W881.W762 Hardware Kit
014-BAG-W882	W882 Hardware Kit
014-BAG-W889	W889 Hardware Kit
014-BAG-W871	4 Screws/2Clr B/O

014-BAG-W895	W.HW 984.5 Hardware Kit
014-BAG-W896	W986 Hardware Kit
014-___-Bag	F.W.-753 Hardware Kit
014	F982 Hardware Kit
014-CW773	W773 Hardware Kit
014-CW	W982 Hardware Kit
014-	FL982 Hardware Kit/2PC
014-H___-___24	FL982 Hardware Kit/4PC
014-__C_000	3-1/8 x 10-1/8 x 57-1/4 C.L.
015-_1675-34	Black Zink-Plated Clip
015-088-00_1	Plastic Screw Grommet
015-088-0004	8-32 Hex Kep Nut Zinc
015-088-0005	3/16 USS Flat Washer Zinc
015-088-00	3/4 x 1-3/6 Panel Fastener
015-320-___	3/4 x 7/8 Panel Fastener
015-832	C-832 Well Nut
015-__126-832	Stud 8/32 x 5/16 x 1-1/4 BS
015-_31-0500-01	Pin/Grommet Tuflok
015-_01195	Nylon Screw Grommet
019060-105RK	.060 x 52.250 x 105.125 ABS
020-100-3560	3M D.L. 1" x 50 Yd Cl Tape
020-125-4210	1-1/4 x 216' 3M 4210 Tape
020-260-___	.030 x 1/4 x 72 3M #5345 Tape
020-500-3560	1/2 x 1/2" Clr Dual Lock
020-500-4210	1/2 x 72 Yd 3M #4210 Tape
020-___-4225	.125 x 1/2 x 30 Yd 4225 3M

020-_____	Blk Bump-on (Pyramid)
049-002-2160	Polytube 2 Milx12" WX2150'
049-003-2500	3Milx1450' 10 Poly Tube
	.095X12.5X55.5 Blank Brz
	.095x11.5x55 Blank Brz
	.095x8x60.5 Blank Brz
	.095x9.875x72.5 Blank Brz
	.095x7x77.5 Blank Brz
	.095x10.25x87.25 Blank Brz
	.095x10.75x70 Blank Brz
	.095x10.75x80 Blank Brz
	.095x10.5x67 Blank Brz
	.095X9X69.75 Blank Brz
	.103x9.75x66.25 Blank Clr
	.103x10.75x67.5 Blank Clr
	.103x12.75x72.25 Blank Clr
	.095x11.25x72.5 Blank Brz
	.095x10.25x60 Blank Brz
	.095x10x66 Blank Brz
	.095x9.5x60 Blank Brz

**FINISHED GOODS**

710-HW37287	Mazda 94-On/Ford Explor 9
7210-HW67387	Toyota Tacoma Pick Up 95-

7210-HW68287	DC Toyota Midsize P.U.
7210-HW744R7	Jeep Grand Cherokee 93+
7210-HW762R7	DC Dodge Van 94-On
7210-HW785R7	Dodge FS PU 94-On (3 PC S
7210-HW7851R7	DC Ford Aerostar 86-On
7210-HW862R7	DC Ford Full Size Van
7210-HW863R7	DC Ford Full Size Van
7210-HW871R7	Rang 84-92/Brn2 84-On/Exp
7210-HW872R7	Ford Ranger 93-97 Hoodwra
7210-HW872C1	Ford Ranger 93-97 Hoodwra
7210-HW873R7	Ford Ranger 1998-
7210-HW882R7	Ford Full Size Pu/Bronco
7210-HW882C1	Ford Full Size PU/Bronco
7210-HW883RV	Ford F/S F150 P/U 1997-On
7210-HW883C1	Ford F/S F150 P/U 1997-On
7210-HW883CV	Ford F/S F150 P/U 1997-On
7210-HW886R7	Ford Sport Track 2001
7210-HW886C1	Ford Sport Track 2001
7210-HW830R7	Pontiac Montana Brz 1999
7210-HW851R7	Chevy Astro/GMC Safari 85
7210-HW852R7	Chevy Astro/GMC Safari 95
7210-HW852C1	Chevy Astro-GMC Safari 95
7210-HW962R7	Chevy FS Van/GMC Savanna
7210-HW871R7	S-10 @ BlazII 82-93/BRV91-9
7210-HW87R7	S-10/GMC Sonoma 94-On
7210-HW885RV	GMC Sierra PU 1999-On

7210-HW885R7V	GMC Sierra PU 99
7210-HW885C1	GMC Sierra PU 1999-On
7210-HW885CV	GMC Sierra PU 1999-On
7210-RA781R7	DC Toyota Forunner 90-95
7210-RA744R7	Jeep Grnd Cherokee/Laredo
7210-RA872R7	Explorer 2/4 Door 95-On
7210-RA872R7	Chevy Blazer 2-Door 95-On
7210-RA882R7	Chevy Suburban Cargo 92-O
7210-RA884R7	Chevy Suburban Tailgate 9
7210-S100XR7	Chevy/GMC FS X-Cab 4 PC
7210-S101R7V	4PC-Tahoe/Yukon
7210-S20R7V	Ford Expedition (4 Pc) 97-
7210-S25R7	F250/350 1999 4PC
7210-S45 7	Isuzu Trooper 92-ON 4 PC
7210-S47R7	Isuzu PU, Amigo, Rodeo 88
7210-S4787V	Isuzu PU, Amigo, Rodeo 88
7210-S55R7	Nissan PU 93/Pthfnd 4 Dr
7210-S68FR7V	toyota Front Shades
7210-S71R7	Dodge Durango (4 Pc) 1997-
7210-S78R7V	Grand Cherokee 4 Pc Bulk
7210-S78FR7	Grand Cherokee 2 Pc
7210-S8001	Explorer Sport (2Dr) 2-Pc
7210-S8001V	Explorer Sport (2Dr) 2-Pc
7210-S8006V	Ford Ranger 2-Pc Reg. Cab
7210-S8007V	Ford Ranger 4-Pc Ext. Cab
7210-S800_V	Ford F150 Crew Cab 4-Pc



7210-S80FR7	Ford F/S P/S 1997-On 2 Pc
7210-S83FR7V	Ford Ranger 93+/Mazda P/U
7210-S84R7	Explorer 2-Door 95-On 2 Pc
7210-S87FR7	Ford Ranger/Bronco II 82
7210-S88FR7	Ford Full Size PU/Bronco
7210-S88FR7	Explorer 91-94 Navajo 91-
7210-S81FR7V	Geo Tracker 1989-1998
7210-S82R7	Chevy Blazer 95-On (4 Pc)
7210-S82FR7	Chevy S-10/GMC S-15 94-97
7210-W372C1	Mazda 94-On/Ford Explor 9
7210-W571R7	PD Nissan Pick-up 1988-On
7210-W573R7	Nssn Frontier/Xterra 2000
7210-W573C1	Nssn Frontier/Xterra 2000
7210-W673R7	Toyota Tacoma P/Up 95-On
7210-W681R7	Toyota Landcruiser
7210-W682R7	Toyota Midsize P.U. 93-On
7210-W682C1	Toyota Midsize P.U. 93-On
7210-W683C1	Toyota Tundra/2000
7210-W744R7	Jeep Grand Cherokee 93-On
7210-W744C1	Jeep Grand Cherokee 93-On
7210-W745R7	99 Grand Cherokee
7210-W745C1	99 Grand Cherokee
7210-W752R7	Dod Caravan.Voyager 91-
7210-W752C1	Dodge Caravan Voyager 91-
7210-W753R7	Dodge Caravan.Voyager 96-
7210-W762R7	Wrap Dodge Van 94-On

7210-W762C1	Wrap Dodge Van 94-On
7210-W773C1	PD Dodge Dakota 91-96 Wra
7210-W851R7	PD Ford Aerostar 1966-On
7210-W851C	PD Ford Aerostar 1986-On
7210-W852R7	Ford Windstar Van 1994-97
7210-W852C1	Ford Windstar Van 1994-97
7210-W853R7	Windstar Van Ford 1998-
7210-W853C1	Windstar Van, Ford 1998-
7210-W854R7	Ford Windstar 1999
7210-W854C1	Ford Windstar 1999
7210-W882R7	Ford FS Van 92-96
7210-W882C1	Ford FS Van 92-96
7210-W863R7	Ford Ful Size Van 97-On
7210-W883C1	Ford Full Size Van 97-On
7210-W871R7	Ranger/BroncoII 84-92 Exp
7210-W871C1	Ranger/BroncoII 84-92 Exp
7210-W872C1	Ford Ranger 93-97 Wrap
7210-W873C1	Ford Ranger 1998-
7210-W881C1	Ford Full Size PU/Bronco
7210-W882R7	Ford FS PU/Bronco 92-96
7210-W882C1	Ford FS PU/Bronco 92-96
72-W885C1	Ford Explorer 1998-
7210-W888R7	Ford Sport Track 2001
7210-W886C1	Ford Sport Track 2001
7210-W830R7	Pontiac Montana Brz Wraps
7210-W830C1	Pontiac Montana Clr Wraps

7210-W942R7	Chevy Tracker Brz Wraps
9210-W851R7	Chevy Astro/GMC Safari 85
7210-W851C1	Chevy Astro/GCM Safari 85
710-W852B7	Chev Asto/Safari 95-On
7210-W852R7V	Chev Astro/Safari 95-On
7210-W852C1	Chev Astro/Safari 95-On
7210-W862C1	Chev Van/GMC Svanna 98-On
7210-W871R7	Chevy S-10.Blaz.GMC S-15
7210-W871C1	Chevy S-10.Blaz.GMC S-15
7210-W884C1V	Chev Silverado PU 1999-On
710-W885C1	GMC Sierra PU 1999-On
7210-W886C1	GMC Denali (Yukon) 1999-On
7210-W881R7	Chevy Venture 1997-
7210-W881C1	Chevy Venture 1997-
7210-W882R7	Transport/Olds Silhouette
7210-W882R7V	Transport/Olds Silhouette
7210-W882C1	Transport/Olds Silhouette
7219-EC100	Chevy Extended Cab Louver
7219-EC25	Ford Extended Cab Louver
7219-EC74	97-On Dodge Dakota Pickup
7219-EC78	97-On F/S Dodge Pickup
7219-EC88	92-98 F/S Ford Pickup
7219-F1100F	F-L/R Flr 99/00 Ch/GMC FS
7219-F1785F	Front Flare Dodge FS PU
7219-F1785R	Rear Flare Dodge Fs PU
7219-F1 883-4	F/R-L/R Flare Ford F150

7219-F1883F	2-F-L/R Flare Ford F150
7219-F1884R	R-L/R Flare XPDTN 97-00
7219-F1888R	Flare R PR Excursion
7219-F1888F	Flare F PR F250/350
7219-F1882R	Flare R PR Chvy/GMC PU
7219-F1883F	F-L/R Tahoe/Yukon 92-99
80S6000F	Toyota Tacoma Fronts 2000
80S6001X	Toyota Tacoma-2000 Ext.
80S67FR7	PU 89-On/Forerun 90-95
80S68FR7	T-100 93-On/Tacoma 95-
80S69FR7	Toyota Front Shades
80S7000R	Dodge FS Quad 94-On 2PC
80S7002X	Dodge Dakota 2000 Backs
80S7003R	Dakota 2000 Backs Quad
80S71RR7	Dodge Durango (4 Pc) 1997-
80S71FR7	Dodge Durango (4 Pc) 1997-
80S748RR7	Jeep Grand Cherokee (4 Pc)
80S85ER7	Caravan/Voyager 91-95

### EQUIPMENT

1. Shield forming ovens        8        Constructed by C. O. Tools
  - a) Four (4) are powered side load (480v 3ph)
  - b) Four (4) are manual end load (480v 3ph)
2. Grieve Drying Oven and Rack (480v 3ph) Model No. WRH686-500, 500 Degrees
3. 5hp Profile Routers (2) and Power Inverters (480V 3ph) Mfg. by C. O. Tools

4. Westflex Router and Power Inverter (480v 3ph) Model No. WR401
5. Grob Band Saw 36" Throat (480v 3ph) Model No. 4V-36, Yr. 1976
6. Giben 120" Cross Cut Auto Feed Table Saw (480v 3ph) Model No. GAMMA 32
7. Ampack Vacuum Packaging Machine 24 x 40 Table

Equipment also includes peripheral packaging, clamping, drilling and other small devices.

### TOOLING

#### Shields

Forming Molds	104
Routing Patterns	160
Drilling Fixtures	67
Dodge Fender Caps	
Forming Molds	2
Routing Fixtures	2

#### Window Shades

Forming Molds	106
Routing Patterns & Holding Fixtures	148

#### Tail Light Covers

Forming Molds	27
Routing Fixtures	27

#### Extended Cab Louvers

Forming Molds	10
Routing Fixtures	10

#### Fender Flares

Forming Molds	9
Routing Fixtures	32

#### Rear Air Deflectors

Forming Molds	10
Routing Fixtures	8

TOTAL	722
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**General Intangibles**

1. Trade Name
2. Trademark
3. Customer List
4. Supplier List

**Schedule III**

**Weathers Auto supply**  
**6808 Que Long Creek Park Drive**  
**Charlotte, N.C. 28269**  
**(704) 585-5995**

**Jay Wallace Enterprises**  
**2451 West New York Avenue**  
**Deland, Florida 32720**  
**(877) 777-4581**

**Jay Wallace Enterprises**  
**P. O. Box 395**  
**295 Highway 361**  
**Pelham, Alabama 35124**  
**(205) 553-1592**

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