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U.S. Patent & TMO/TM Mail Rcpt. Dt. #40

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 OMB No. 0651-0027 (exp. 5/31/2002)  
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**RECORDATION FORM COVER SHEET  
 TRADEMARKS ONLY**



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

1. Name of conveying party(ies):  
 Bank Boston, N.A.

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: Orion Industries  
 Internal  
 Address: \_\_\_\_\_  
 Street Address: 9235 S. McKemy Street  
 City: Tempe State: AZ Zip: 85284

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other Release of Security Interest

Execution Date: December 4, 2001

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 74/260,632

B. Trademark Registration No.(s)  
1,918,036  
1,846,616  
1,595,043  
2,324,714

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Steven J. Wadyka, Jr.  
 Internal Address: Greenberg Traurig, LLP  
1750 Tysons Boulevard, Suite 1200  
McLean, VA 22102

Street Address: 1750 Tysons Boulevard  
Suite 1200

City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 5

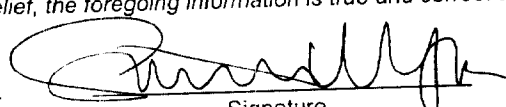
7. Total fee (37 CFR 3.41).....\$ 140.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
50-0653

(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.*

Steven J. Wadyka, Jr.  12/10/01  
 Name of Person Signing      Signature      Date

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

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

12/12/2001 GTON11 00000159 500653 74260632

01 FC:481 40.00 CH  
 02 FC:482 100.00 CH

TRADEMARK  
 REEL: 002407 FRAME: 0255

**SCHEDULE A****Arizona Trademarks**

<b>Name</b>	<b>Registration Number</b>	<b>Date of Registration</b>
<b>Precision Power and design</b>	26,782	November 4, 1988
<b>Precision Power and design</b>	26,783	November 4, 1988
<b>Precision Power and design</b>	26,784	November 4, 1988
<b>Precision Power and design</b>	26,785	November 4, 1988
<b>Precision Power and design</b>	26,786	November 4, 1988
<b>Precision Power and design</b>	26,787	November 4, 1988
<b>Precision Power and design</b>	26,788	November 4, 1988
<b>Precision Power and design</b>	26,789	November 4, 1988
<b>Orion and design</b>	29,294	January 30, 1991
<b>Xtreme Series Loudspeakers</b>	29,293	January 30, 1991
<b>Orion and design</b>	29,292	January 30, 1991
<b>Orion and design</b>	27,587	January 30, 1991

**Arizona Trade Names**

<b>Name</b>	<b>Registration Number</b>	<b>Date of Registration</b>
<b>Precision Power, Inc.</b>	135,832	October 1994

**U.S. Trademarks**

<b>Name</b>	<b>Registration/ Application Number</b>	<b>Date of Registration</b>
<b>Design Logo</b>	1,578,706	January 23, 1990
<b>Power Class</b>	2,154,226	April 28, 1998
<b>Precision Power</b>	74/903,383	Not Applicable
<b>P and design</b>	75/141,453	Not Applicable
<b>P and design</b>	75/141,839	Not Applicable
<b>Precision Link</b>	75/712,954	Not Applicable
<b>PPI</b>	75/712,955	Not Applicable
<b>Studio River</b>	75/712,659	Not Applicable
<b>Tube River</b>	75/712,997	Not Applicable
<b>Design Only</b>	75/786,720	Not Applicable
<b>Orion Team Extreme</b>	1,918,036	September 12, 1995
<b>XTR</b>	1,856,633	October 4, 1994

U.S. Trademarks

Name	Registration/ Application Number	Date of Registration
Design Only	1,844,241	July 12, 1994
Silencer	1,841,845	June 28, 1994
Solus	1,811,968	December 21, 1993
Cobalt	1,769,823	May 11, 1993
Cobalt	76/075,720	Not Applicable
Xtreme	1,769,819	May 11, 1993
Xtreme	76/075,721	Not Applicable
Xtreme	1,846,616	July 26, 1994
Orion	74/260,632	Not Applicable
The Hott Set-Up	1,595,043	May 8, 1990
Rion	75/085,825	Not Applicable
Wired	2,324,714	February 29, 2000
Rion	74/492,684	Not Applicable
Scintilla	1,339,028	June 4, 1985
a/d/s stylized	1,560,581	October 17, 1989
ADS	1,231,758	March 22, 1983
COMPU-TUNER	1,170,974	September 29, 1981

Foreign Trademarks

Name	Registration/ Application Number	Date of Registration	Country
Precision Power	94/10906	November 23, 1994	Malaysia
Design Mark	94/10907	November 23, 1994	Malaysia
Precision Power	33/4941	May 30, 1997	Japan
Design Mark	6-109578	October 31, 1994	Japan
Precision Power	2907645	June 8, 1995	Germany
Design Mark	2907644	June 8, 1995	Germany
Precision Power	9411/94	October 28, 1994	Singapore
Design Mark	9412/94	October 28, 1994	Singapore
Precision Power and design	376797	September 30, 1997	Korea
Precision Power	94/43499	October 28, 1994	Korea
Design Mark	332704	January 29, 1996	Korea
PPI and design	376796	September 30, 1997	Korea
Precision Power	465066	October 25, 1996	Canada
Design Mark	404958	November 13, 1992	Canada

Foreign Service Marks

Name	Registration/ Application Number	Date of Registration	Country
Precision Power	403330	October 2, 1992	Canada

Domain Names

Name	Date of Registration
www.adst.com	March 5, 1996
www.precisionpower.com	November 3, 1999
www.precisionpower.net	July 23, 1997
www.orioncaraudio.com	March 19, 1999

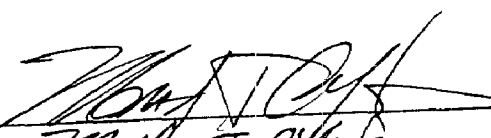
RELEASE OF TRADEMARK SECURITY INTERESTS

WHEREAS Analog and Digital Systems, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts, located at 9235 South McKemy Street, Tempe, Arizona 85284 and Orion Industries, Inc., a corporation organized and existing under the laws of the State of Arizona, located at 9235 South McKemy Street, Tempe, Arizona 85284 (collectively "RELEASEE") have each granted a security interest in the United States and foreign trademarks, trademark applications and trademark registrations and domain names set forth on SCHEDULE A annexed hereto ("the Marks") together with the goodwill of the business symbolized by the Marks and all proceeds thereof to BankBoston, N.A., a Massachusetts corporation having its principal place of business at 100 Federal Street, Boston, Massachusetts 02110 ("RELEASOR").

WHEREAS, RELEASEE has fully and completely discharged and satisfied its obligations to RELEASOR under certain trademark security agreements.

NOW, THEREFORE, RELEASOR does hereby forever and fully release and discharge the security interest heretofore granted to RELEASOR by RELEASEE in the Marks set forth on SCHEDULE A hereto, which security interest was duly recorded in the United States Patent and Trademark Office on September 27, 1997 (Reel/Frame 1640/0729) and hereby consents that the assignment of security interests by RELEASEE in favor of RELEASOR be discharged and released of record in the U.S. Patent and Trademark Office with respect to the Marks set forth on SCHEDULE A hereto.

BANKBOSTON, N.A.

By:   
Name: Matthew T. O'Keefe  
Title: Authorized Officer  
Date: 12/4/01