

12-31-2001

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



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

101931350

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

1. Name of conveying party(ies): Daifuku America Corporation 12/31/01
Individual(s) Association General Partnership Limited Partnership Corporation-State (Illinois) Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Eskay Corporation
Internal Address:
Street Address: 5202 West Douglas Corrigan Way
City: Salt Lake City State: Utah Zip: 84116
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Utah 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
Execution Date: November 15, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1901581
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lester K. Essig
Internal Address: Ray, Quinney & Nebeker
Street Address: 72 South Main, Suite 400
City: Salt Lake City State: Utah Zip: 84111

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed Authorized to be charged to deposit account
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.
Lester K. Essig Signature December 20, 2001 Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 23

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

12/31/2001 LMUELLER 00000055 1901581 01 FC:481 40.00 DP

TRADEMARK REEL: 002414 FRAME: 0710

## **AGREEMENT**

This Agreement (the "Agreement") is made and entered into effective as of the 15th day of November, 1999 by and between Daifuku America Corporation ("DAC"), an Illinois corporation, and Eskay Corporation ("Eskay"), a Utah corporation.

WHEREAS, Auto-Soft Corporation ("ASC"), a wholly owned subsidiary of DAC, has transferred to DAC the assets of Factory Automation and Distribution Automation Business of ASC (the "FADA Business") pursuant to the Assignment and Assumption Agreement, dated as of November 14, 1999 (the "Assignment Agreement"), a copy of which is attached hereto as Exhibit 1, in the form of a dividend prior to ASC being sold to Brooks Automation, Inc.

WHEREAS, it has been determined that Eskay, another wholly-owned subsidiary of DAC, will continue the FADA Business.

NOW, THEREFORE, in consideration of the covenants and agreements herein contained, the parties hereto agree as follows:

### **1. Transfer of Business And Assets.**

1.1 **Transfer of Assets.** DAC shall sell, transfer, and assign to Eskay and Eskay shall purchase, acquire and accept from DAC, all of the assets and properties of the FADA Business transferred to DAC from ASC described in the Assignment Agreement.

1.2 **Assumption of Certain Liabilities by Eskay.** Eskay shall assume, pay, perform and discharge all debts, claims, liabilities, obligations, damages and expenses of every kind and nature relating to or arising from the FADA Business.

2. **Purchase Price.** In consideration of the transfer and sale of the FADA Business, Eskay shall assume the liabilities as set forth in Section 1.2 of this Agreement and shall pay to DAC in the amount of U.S. \$5,100,000 (the "Purchase Price"). The Purchase Price shall be paid by wire transfer of immediately available funds to such bank account as DAC shall designate.

### **3. Miscellaneous Provisions**

3.1 **Entire Agreement; Modification; Waiver.** This Agreement, including all exhibits, constitutes the entire agreement of the parties pertaining to the subject matter contained herein and supersedes all prior or contemporary agreements, representations and understandings of the parties.

3.2 **Counterparts.** This Agreement may be executed in several counterparts and by the different parties hereto on separate counterparts, and when so executed, each

such counterpart shall be deemed to be an original, said counterparts together to constitute one and the same instrument.


3.3 **Governing Law.** This Agreement shall be deemed to have been made in the State of Utah and shall be governed by and interpreted and construed in accordance with the laws of that state.

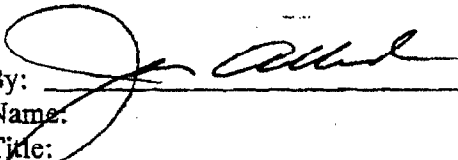
[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year first above written.

DAIFUKU AMERICA CORPORATION

ESKAY CORPORATION

By:   
Name: Itsuo Oyamatsu  
Title: President

By:   
Name:  
Title:

RS:cmp  
N:YSYS08Y3666YAGMTW0121008A.WPD



2/19

**ASSIGNMENT AND ASSUMPTION AGREEMENT**

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT ("Agreement") is entered into as of November 14, 1999 between Auto-Soft Corporation, a Utah corporation ("ASC" or the "Assignor"), and its sole stockholder, Daifuku America Corporation, an Illinois corporation ("DAC" or the "Assignee").

WHEREAS, DAC proposes to sell the business of ASC, exclusive of the so-called FADA Business, to Brooks Automation, Inc. ("Brooks") by means of a triangular merger pursuant to a certain Agreement and Plan of Merger ("Merger Agreement"); and

WHEREAS, in order to separate the FADA Business from ASC prior to its sale to Brooks, Brooks and DAC have agreed that ASC should transfer the FADA Business (including both assets and liabilities) to DAC; and

WHEREAS, the board of directors of ASC has, by unanimous written consent dated November 14, 1999, voted to declare as a dividend to DAC the assets, liabilities and goodwill of the FADA Business.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby conveys, transfers and assigns to Assignee all of its right, title and interest in and to all of the assets of the FADA Business, including without limitation:
  - (a) the fixed assets of the FADA Business, including but not limited to those fixed assets listed on Attachment A hereto;
  - (b) inventories of the FADA Business, including but not limited to those inventories listed on Attachment B hereto;
  - (c) all rights (other than accounts receivable reflected on ASC's balance sheet) under contracts in process (including warranty components thereof) which relate to the FADA Business, which contracts and warranty components are listed on Attachment C hereto;
  - (d) all intangible assets, including intellectual property and goodwill, of the FADA Business, including but not limited to those assets listed on Attachment D hereto.
2. Except to the extent excluded by Section 7 below, Assignee hereby assumes the liabilities and obligations (other than accounts payable and accrued liabilities which are

3/19

reflected on ASC's balance sheet) of Assignor that relate to the assets of the FADA Business, including fixed assets, inventories, contracts and intellectual property, transferred and assigned to Assignee pursuant to Section 1 hereof.

3. Effective November 14, 1999, those employees of ASC that are listed on Attachment E hereto shall transfer to and become employees of Eskay Corporation, a wholly-owned subsidiary of DAC.

4. Nothing in this Agreement shall be construed as an attempt to assign any contract which is in law non-assignable without the consent of the other party or parties thereto unless such consent shall have been given. In order, however, that the full value of every such contract included within the assets to be transferred to Assignee and that all claims and demands in such contract may be realized, Assignor hereby covenants with Assignee that it will, in person or by agent, at the request of Assignee, under the direction of Assignee, in its name or otherwise as Assignee shall specify and as shall be permitted by law, take all such action and do or cause to be done all such things necessary or proper (a) in order that Assignee's rights and obligations shall be preserved, and (b) to facilitate the collection of the moneys due and payable and to become due and payable to Assignor in and under every such contract and in respect of every such claim and demand, and it shall hold the same for the benefit of and shall pay the same over to Assignee, and in such event Assignee will indemnify or hold Assignor harmless against all actions, claims and liabilities under such contracts.

5. Assignor does hereby constitute and appoint Assignee, its successors and assigns, Assignor's true and lawful attorney or attorneys, with full power of substitution, for it and in its name, place and stead or otherwise, but on behalf of and for the benefit of Assignee, its successors and assigns, (a) to demand and receive from time to time any and all property and assets, real, personal and mixed, tangible and intangible, conveyed, transferred and assigned to Assignee pursuant to this Assignment, (b) to give receipts and releases for and in respect of the same and any part thereof, (c) to institute and prosecute, from time to time in Assignor's name or otherwise, but at the direction and expense and for the benefit of Assignee and its successors and assigns, any and all proceedings at law, in equity or otherwise, which Assignee, its successors or assigns may deem proper in order to collect, assert or enforce any claim, right or title of any kind in and to the properties, assets and business transferred and assigned to Assignee pursuant to this Assignment, (d) to defend and compromise any and all actions, suits and proceedings in respect of any of said property, assets and business, and (e) to do any and all such acts and things in relation thereto as Assignee, its successors or assigns shall deem advisable, Assignor hereby declaring that the appointment hereby made and the powers hereby granted are coupled with an interest and are and shall be irrevocable by Assignor in any manner or for any reason.

6. In case for any reason Assignee shall not be authorized or qualified to receive any specific property, or contract, claim, demand or right owned by Assignor,

4/19

Assignor further covenants to execute appropriate deeds, acts, transfers, assignments, instruments and conveyances of any such property, claim, contract, demand or right required by this Assignment to be conveyed to the Assignee and now owned by Assignor when and as Assignee, its successors or assigns shall be authorized or qualified to receive the same.

7. The assumption of liabilities and obligations by Assignee hereunder shall be treated as independent of Assignee's existing business and shall not enlarge any rights of third parties under contracts or arrangements with Assignee or Assignor or any of Assignee's subsidiaries. Nothing herein shall prevent Assignee from contesting in good faith any of the assumed liabilities and obligations.

[SIGNATURE PAGE FOLLOWS]



5/19

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on its behalf by the undersigned duly authorized officer as of the day and year first above set forth.

AUTO-SOFT CORPORATION

By: [Signature]

Name: MARK E. ELWOOD  
Title: VP CFO

DAIFUKU AMERICA CORPORATION

By: [Signature]

Name: Itsuo Oyamatsu  
Title: President

## Attachment A

## List of Fixed Assets transferred to Eskay

Description of Asset	Serial No	ASC Tag No	FAS No	Net Book Value
RTS1			107	\$0.00
Desktop		12618	110	\$0.00
Desktop		12742	110	\$0.00
Desktop		11406	110	\$0.00
Desktop		11275	110	\$0.00
Desktop		12741	110	\$0.00
Desktop		11387	138	\$0.00
Desktop		12779	139	\$0.00
20" monitor			440	\$0.00
ASC-n-WMCS			442	\$0.00
5 each RF Terminals			496	\$0.00
vision21 server			497	\$0.00
Cannon NP 6650 II Copier		ASC12974	574	\$1,337.29
HP-UX			613	\$189.70
Borland C++			626	\$120.00
ViewSonic 20G		ASC12729	644	\$102.46
Toshiba T2110CS/350	6529619		653	\$212.61
Viewsonic 20G		12773	657	\$381.50
Toshiba 400CS/810	11586618		670	\$793.84
Toshiba 400CS/810	11591770	ASC12756	673	\$790.22
Z-app			683	\$50.91
2 ethernet			685	\$111.34
Percom 17" monitor	CNE462-000183	13462	689	\$41.19
ViewSonic 20G			700	\$27.43
Viewsonic 20G		ASC13465	709	\$160.07
Toshiba Laptop T213-CS		13490	711	\$180.00
Intemec RF Equipment		ASC12732	724	\$403.14
4 20" Hitachi Monitors			736	\$90.35
Toshiba Laptop T213-CS	11578317 -1	N/A	749	\$623.39
Visio			753	\$792.54
Visual C++			794	\$101.18
Visio			796	\$276.21
MS Project			800	\$59.74
ViewSonic 20G			801	\$175.00
ViewSonic 20 inch (2ea.)		12407	821	\$527.36
Viewsonic G800			822	\$815.75
ViewSonic		12807	824	\$263.69
ViewSonic		11380	834	\$223.30
ViewSonic		12738	843	\$263.69
Viewsonic		12811	846	\$480.14
MS Project			917	\$104.16
MS Project			918	\$104.16
MS Project			919	\$104.16
ViewSonic Graphics Series G800		ASC13633	932	\$283.97
ViewSonic Graphics Series G800		ASC12494	942	\$283.97
ViewSonic Graphics Series G800	M114201066		943	\$283.97
ViewSonic Graphics Series G800		ASC13482	944	\$283.97
RFCODE PC		ASC12778 and	982	\$5,262.46
ViewSonic 20G		ASC12404	963	\$297.86
ViewSonic 20		ASC12714	965	\$297.86
ViewSonic Graphics Series G800	M772200148		974	\$307.91
Toshiba Tecra 700CT		ASC13327	980	\$1,628.27
ViewSonic Graphics Series G800		ASC13380	990	\$327.16

6/19

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REEL: 002414 FRAME: 0719

7/19

**Attachment A**

**List of Fixed Assets transferred to Eskay**

Description of Asset	Serial No	ASC Tag No	FAS No	Net Book Value
ViewSonic Graphics Series G800		ASC12789	994	\$283.97
ViewSonic Graphics Series G800			996	\$283.97
ViewSonic Graphics Series G810		ASC13099	997	\$283.97
ViewSonic 20G	M452700437	ASC12433	1008	\$297.75
ViewSonic 20G		ASC12430	1009	\$297.75
ViewSonic 20G		ASC11592	1011	\$304.25
Toshiba Tecra 700CDT		ASC13333	1014	\$1,561.76
Toshiba Tecra 730CDT		ASC13340	1049	\$1,630.05
ViewSonic Graphics Series G773		ASC13483	1078	\$276.31
Opitquest	2G72000380		1079	\$276.31
Viewsonic 20"			1080	\$276.31
Perfect Office			1103	\$50.15
Perfect Office			1104	\$50.15
Perfect Office			1105	\$50.15
Perfect Office			1106	\$50.15
Hitachi		ASC526	1233	\$59.25
Hitachi		ASC12457	1234	\$59.25
monitor		12571	1235	\$27.43
ViewSonic Graphics Series G810	Q181318417	N/A	1236	\$159.99
HP-C2746A		ASC11435	1244	\$479.17
monitor		12574	1247	\$57.75
monitor		11158	1248	\$57.75
ViewSonic Graphics Series G810		ASC13485	1249	\$260.01
Viewsonic G800		13488	1250	\$280.01
ViewSonic		13480	1251	\$220.00
monitor		12688	1273	\$253.69
Del Phi			1274	\$561.95
MS Project			1275	\$117.17
MS Project			1276	\$117.17
Del Phi			1278	\$583.08
Del Phi			1279	\$583.08
Del Phi			1280	\$583.08
Del Phi			1281	\$583.08
Del Phi			1282	\$583.08
Del Phi			1283	\$583.08
Server F50			1324	\$8,997.93
MS Office 97			1374	\$191.00
MS Office 97			1375	\$191.00
MS Office 97			1376	\$191.00
MS Office 97			1377	\$191.00
MS Office 97			1378	\$191.00
NT			1389	\$51.75
PC for RF Development (rfserv1		ASC12699 and	1390	\$1,132.71
Toshiba Techra 730XCDT		ASC13544	1418	\$2,734.21
Toshiba 730XCDT		13328	1423	\$3,226.75
Alan Bradley RF equipment			1424	\$2,114.98
Star Team			1445	\$41.69
Star Team			1446	\$41.69
Star Team			1447	\$41.69
Del Phi			1458	\$110.53
Del Phi			1459	\$110.53
Del Phi			1460	\$110.53
Del Phi			1461	\$110.53

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Attachment A

List of Fixed Assets transferred to Eskay

8/19

Description of Asset	Serial No	ASC Tag No	FAS No	Net Book Value
Del Phi			1462	\$110.53
Del Phi			1463	\$110.53
Del Phi			1464	\$110.53
Del Phi			1465	\$110.53
Del Phi			1466	\$110.53
Del Phi			1467	\$110.53
Del Phi			1560	\$407.58
Visual C++			1561	\$1,797.33
Exceed			1562	\$224.33
Exceed			1563	\$224.33
Exceed			1564	\$224.33
Exceed			1565	\$116.17
Exceed			1566	\$116.17
Exceed			1567	\$116.17
Exceed			1568	\$116.17
Exceed			1569	\$116.17
Exceed			1570	\$116.17
Exceed			1571	\$116.17
Exceed			1572	\$116.17
Exceed			1573	\$116.17
Exceed			1574	\$116.17
Exceed			1575	\$116.17
Exceed			1576	\$116.17
Exceed			1577	\$116.17
Exceed			1578	\$116.17
Exceed			1579	\$116.17
Exceed			1580	\$116.17
Exceed			1581	\$116.17
Exceed			1582	\$116.17
Exceed			1583	\$116.17
Exceed			1584	\$116.17
Exceed			1685	\$116.17
Exceed			1686	\$116.17
Exceed			1687	\$116.17
Exceed			1688	\$116.17
Exceed			1689	\$116.17
Exceed			1590	\$116.17
Exceed			1591	\$116.17
Exceed			1592	\$116.17
Exceed			1593	\$116.17
Exceed			1594	\$116.17
Exceed			1595	\$116.17
Exceed			1596	\$116.17
Exceed			1645	\$111.54
MS Office 97			1646	\$111.54
MS Office 97			1647	\$111.54
MS Office 97			1648	\$111.54
MS Office 97			1649	\$111.54
MS Office 97			1650	\$98.00
MS Office 97			1651	\$98.00
MS Office 97			1652	\$98.00
MS Office 97			1653	\$98.00
MS Office 97			1654	\$98.00

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**Attachment A**

**List of Fixed Assets transferred to Eskay**

9/19

Description of Asset	Serial No	ASC Tag No	FAS No	Net Book Value
MS Office 97			1655	\$98.00
MS Office 97			1656	\$98.00
MS Office 97			1657	\$98.00
MS Office 97			1658	\$98.00
MS Office 97			1659	\$98.00
MS Office 97			1660	\$98.00
MS Office 97			1661	\$98.00
MS Office 97			1662	\$98.00
MS Office 97			1663	\$98.00
MS Office 97			1664	\$98.00
MS Office 97			1665	\$98.00
MS Office 97			1666	\$98.00
MS Office 97			1667	\$98.00
MS Office 97			1668	\$98.00
MS Office 97			1669	\$98.00
MS Office 97			1670	\$98.00
MS Office 97			1671	\$98.00
MS Office 97			1672	\$98.00
MS Office 97			1673	\$98.00
MS Office 97			1674	\$98.00
MS Office 97			1675	\$98.00
PowerStar		ASC12660	1751	\$924.35
PowerStar		ASC13479	1752	\$924.35
No Name on Computer	No Serial #	No ASC Tag #	1753	\$924.35
PowerStar		ASC13455	1754	\$924.35
PowerStar		ASC13397	1755	\$924.35
PowerStar		ASC14393	1756	\$924.35
PowerStar	54673	ASC13461	1757	\$924.35
PowerStar		ASC12631	1758	\$924.35
PowerStar		ASC12828	1759	\$924.35
PowerStar		ASC13496	1760	\$924.35
Pentium Pro 200			1769	\$1,080.84
Hitachi Superscan 20S		ASC12774	1770	\$540.00
PowerStar		ASC13381	1771	\$852.65
Desktop		12682	1801	\$1,755.58
NT			1809	\$89.67
NT,			1810	\$89.67
NT			1811	\$89.67
NT			1812	\$89.69
NT			1813	\$89.67
PowerStar		ASC13092	1816	\$1,612.44
Power Star OC		ASC12835	1816	\$1,612.44
PowerStar	54681	N/A	1817	\$1,612.44
Power Star OC		ASC13498	1818	\$1,612.44
PowerStar		ASC13096	1819	\$1,612.44
PowerStar		ASC13495	1820	\$1,612.44
PowerStar		ASC12724	1821	\$1,612.44
PowerStar	56029		1822	\$1,612.48
PowerStar		ASC13486	1824	\$1,048.74
Hitachi Superscan 20S		ASC12754	1864	\$518.63
Hitachi Superscan 20S		ASC12597	1865	\$518.63
Hitachi 20"	Y4F00-2730	529	1866	\$518.63
View Sonic G800	M7847G0090	asc12804	1867	\$518.63

Attachment A

List of Fixed Assets transferred to Eskay

10/19

Description of Asset	Serial No	ASC Tag No	FAS No	Net Book Value
monitor		12834	1868	\$518.63
20 " monitor			1869	\$518.63
Viewsonic G800	81451749	12813	1870	\$518.63
ViewSonic 20			1871	\$518.63
Generic	5051055	12657	1880	\$885.64
Desktop		11664	1881	\$682.60
Mid Tower		13491	1882	\$921.37
Power Star desktop		12645	1883	\$919.94
Desktop		12715	1884	\$648.90
Desktop		12653	1885	\$882.65
Desktop		11153	1886	\$921.37
Desktop		11803	1887	\$919.94
Desktop			1888	\$921.37
Norton Anti-virus			2083	\$19.24
Norton Anti-virus			2084	\$19.24
Norton Anti-virus			2085	\$19.24
Norton Anti-virus			2086	\$19.24
Norton Anti-virus			2087	\$19.24
Norton Anti-virus			2088	\$19.24
Norton Anti-virus			2089	\$19.24
Norton Anti-virus			2090	\$19.24
Norton Anti-virus			2091	\$19.24
Norton Anti-virus			2092	\$19.24
Norton Anti-virus			2093	\$19.24
Norton Anti-virus			2094	\$19.24
Norton Anti-virus			2095	\$19.24
Norton Anti-virus			2096	\$19.24
Norton Anti-virus			2097	\$19.24
Norton Anti-virus			2098	\$19.24
Norton Anti-virus			2099	\$19.24
Norton Anti-virus			2100	\$19.24
Norton Anti-virus			2101	\$19.24
Norton Anti-virus			2102	\$19.24
Norton Anti-virus			2103	\$19.24
Norton Anti-virus			2104	\$19.24
Norton Anti-virus			2105	\$19.24
Norton Anti-virus			2106	\$19.24
Norton Anti-virus			2107	\$19.24
Win Zip			2118	\$233.34
Monitor			2136	\$318.60
Visual C++			2142	\$1,066.35
Del Phi			2145	\$879.09
Del Phi			2147	\$519.44
Borland Delphi			2148	\$909.27
Visual basic			2155	\$443.11
Del Phi			2160	\$724.89
Del Phi			2161	\$831.84
Visual C++			2162	\$2,754.44
Del Phi			2165	\$1,139.75
Del Phi			2168	\$947.38
MS Project			2169	\$591.17
Visual basic			2172	\$3,498.39
WRXNT - Monitor		ASC13419	2189	\$310.72

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**Attachment A**  
**List of Fixed Assets transferred to Eskay**

11/19

Description of Asset	Serial No	ASC Tag No	FAS No	Net Book Value
Toshiba Tecra			2199	\$2,481.57
Pentium 200			2225	\$1,304.03
Pentium 200			2226	\$1,304.03
ViewSonic Graphics Series G810		ASC13487	2227	\$1,693.93
ASC1 Modem Pool Minimum of 8			2230	\$2,137.55
Dell Latitude	4n3LJ		2231	\$2,525.47
Desktop		12687	2232	\$2,525.46
Toshiba Tecra 730XCDT		ASC13361	2234	\$3,155.73
Toshiba Tecra 730CDT		12580	2235	\$3,155.72
Desktop		14427	2236	\$1,638.02
monitor		14347	2236	\$0.00
BHP1			2238	\$4,340.09
Visual C++			2239	\$801.46
Visual C++			2256	\$1,913.84
MS Project			2286	\$470.91
RSF30 - With Tape drive			2311	\$738.72
SCO1			2313	\$1,048.55
HP70 -			2314	\$2,168.18
Desktop		12750	2315	\$1,512.64
monitor		11588	2316	\$884.37
Solar1 - Laptop			2334	\$2,054.71
Solar2 - External 4mm Tape Drive			2335	\$768.16
Digital HiNote		ASC13083	2341	\$2,142.68
WRX1 - With External 1/4" Tape drive			2371	\$665.08
730XCDT	5741318		2376	\$1,927.97
Toshiba Tecra 740 CDT	5723578	13338	2383	\$2,397.80
Toshiba Tecra 740	11739707	13334	2385	\$2,600.63
Toshiba 740CDT		ASC13338	2398	\$2,517.17
Ram			2397	\$423.24
Toshiba Tecra 740CDT/3.0		ASC13332	2400	\$524.13
Star Team Svr			2432	\$2,274.19
Visual C++			2436	\$2,029.17
Power Star desktop	54464		2457	\$1,747.12
Toshiba Tecra 740 CDT	06724024-3	13345	2459	\$4,974.48
Star Team			2481	\$1,059.84
PowerStar		ASC13457	2506	\$3,332.29
Desktop		12684	2507	\$1,678.93
ViewSonic G800		13380	2507	\$0.00
Desktop		12819	2508	\$1,678.93
MS Project			2531	\$314.26
Visual C++			2573	\$555.55
Dell Phi			2574	\$5,054.75
MS Project			2590	\$640.23
Toshiba Tecra 740CDT/3.0		ASC13341	2603	\$1,928.32
Lazer Jet 3			2806	\$451.25
Elli Portable		12932	2617	\$1,165.81
Dell Laptop			2643	\$5,945.88
12" Viewsonic Monitor			2664	\$1,659.80
WRXNT - Server		ASC13418	2667	\$747.07
HP 5SI Printer		ASC11550	2672	\$865.99
Norton Anti-virus			2674	\$393.07
Dell Phi			2710	\$3,720.88
Dell Phi			2711	\$3,720.88

TRADEMARK





**Attachment A**

**List of Fixed Assets transferred to Eskay**

13/19

Description of Assat	Serial No	ASC Tag No	FAS No	Net Book Value
Monitor		ASC 12795		\$0.00
OptiQuest V775	2G70501072	N/A		\$0.00
Plotter		ASC11806		\$0.00
RTS2				\$0.00
SOLRTS				\$0.00
Telephone head sets				\$0.00
Toshiba 5200 Lugable		187		\$0.00
Various-See Dave Suckow				\$0.00
ViewSonic		13481		\$0.00
ViewSonic Graphics Series 17GS		ASC12394		\$0.00
VT420 Monitor and Key Board	ASC12819			\$0.00
VT420 Monitor and Key Board	ASC102			\$0.00
VT420 Monitor and Key Board	ASC12712			\$0.00
VT420 Monitor and Key Board	ASC12753			\$0.00
WYSE	ASC12719			\$0.00
			Total	<u>\$225,879.29</u>

14/19

**Attachment B**

**Auto-Soft Corporation**  
Inventory (Transferred to Estey)  
As of 11/13/99

G/L Acct No	Project #	S Revenue Type	Description	Location	Costs to Date 60203	Cost of Items SUN in Inventory	Inventory Adjustment
	01-85-088-0004	F Hardware	Entertainment UK WRx	Salt Lake Office	82,047.30	62,047.30	(52,047.30)
	02-00-015-8002	F Hardware	TUMIK Automotive	Arizona Office	23,331.78	23,331.76	(23,331.76)
	04-00-000-0013	F Hardware	Integram Sealing	New York Office	45,372.82	45,372.82	(45,372.82)
<b>Inventory total</b>						<b>120,751.88</b>	<b>(\$120,751.88)</b>
<b>Inventory total</b>							

11800-00-00-000  
23800-00-00-000

Note:

Indicates partial shipments

Attachment C

List of Projects transferred to Eskay as of November 13, 1999

15/19

ASC Project #	S Cust No.	P.O. #	Description	Total Cont Value
01-85-010-0003-	F ESK001	11565	Dell Computers	\$342,718.00
01-85-010-0005-	F ESK001	11608	LDS Distribution PTL	\$12,000.00
01-85-010-0006-	F ESK001	11607	Harpers AC21	\$73,939.00
01-85-010-0009-	F DAI001		Isuzu DMAX	\$104,301.00
01-85-010-0010-	F AME001		Amerden-Newsday	\$65,705.00
01-85-010-0012-	F MCG001		McGregor Logistics	\$42,620.00
01-85-010-0013-	F ESK001	11591	Motorola Harvard ARC Updated	\$9,000.00
01-85-010-0016-	F ESK001	Verbal	Dell PN2	\$812,918.00
01-85-010-0017-	F ESK001	Verbal	Dell EMF	\$55,159.00
01-85-010-9042-	F ESK001	11482	IBM-JEGS Arc-10 Replacement	\$21,789.00
01-85-080-7018-	F ESK001	Eskay has letter of intent	SEH America Phase II	\$380,357.00
01-85-085-6030-	F ESK001	Travel	Molex Little Rock	\$154,049.00
01-85-085-6031-	F ESK001	10215, 11437	Cobe Sterilization	\$92,425.03
01-85-085-7030-	F ESK001	Travel	Cobe BCT Host Intf Test Sys	\$19,066.00
01-85-085-7032-	F ESK001	Verbal from Eskay	American Lock	\$116,139.00
01-85-085-8001-	F ESK001	10238	Northwest Airlines	\$101,748.00
01-85-085-8004-	F ESK001	11302	IBM JEGS	\$57,795.00
01-85-085-9014-	F ESK001	11529	Filntlock non-contract billable (rec rev pmt rd)	\$280.00
01-85-098-0004-	F ENT001	Contract	Entertainment UK WRx	\$1,920,379.00
01-85-098-0008-	F ESK001	11681	ST Micro RTS Upgrade	\$240,986.00
01-85-098-0011-	F DFS004	023095	DFS Guam Intarmec RF	\$25,986.00
01-85-098-0015-	F ESK001		Gardetto's	\$36,886.00
01-85-098-0017-	F ESK001	11561	Rohm Electronics	\$21,262.00
01-85-098-0018-	F ESK001	Verbal	OC Tanner SAP Upgrade	\$243,000.00
01-85-098-0021-	F INT007	47103	Integram Sealing	\$54,354.00
01-85-098-0030-	F VAR001		Varian PCNs	\$9,200.00
01-85-098-0031-	F ORB001		Orbit Sprinklers ERP Study	\$7,500.00
01-85-098-0037-	F ESK001		Bungee Foods WRx	\$372,340.00
01-85-098-0039-	F ESK001	11650	LDS Distribution - Phase 2	\$209,510.00
01-85-098-0041-	F ORB001	99319504	Orbit Irrigation PCN #047	\$6,840.00
01-85-098-0042-	F ESK001	11660-33248-069	NTN CVJ Upgrade & Y2K Patch	\$22,737.00
01-85-098-0046-	F ESK001	11662	DTR Operating System Upgrade	\$16,000.00
01-85-098-0047-	F ESK001	11657	Molex 2 Aisle Expansion	\$20,000.00
01-85-098-0048-	F DFS004	027314	DFS Spare RF Gun Battery Packs-Guam	\$1,205.00
01-85-098-0049-	F ESK001	11578	F&P Car Parts Rx 2000	\$195,811.00
01-85-098-0050-	F MIT001		Mitsubishi Electronics PCN's	\$12,150.00
01-85-098-0051-	F ESK001	11656	Mubea Rx 100	\$35,000.00
01-85-098-0054-	F ESK001	11688	Hoshizaki Rx200	\$322,895.00
01-85-098-0059-	F JST001	11298	JST RTS System Support	\$500.00
01-85-098-0063-	F ESK001	11717	IDEC PCNs	\$11,200.00
01-85-098-0064-	F ESK001	11718	DADC PCNs	\$700.00
01-85-098-0065-	F ORB001	99381704	Orbit Additional RF equipment	\$38,711.00
01-85-098-0066-	F ESK001	Verbal	MBS Textbook RF equipment	\$152,000.00
01-85-098-0068-	F DAI001	3070/10147/99	McGregor	\$35,780.00
01-85-098-7035-	F ESK002	PCN 60, 62, 67, 70, 71, 107	Bungee PCN's 1997-98	\$20,966.00
01-85-098-9001-	F ESK001	CMP0041192	MBS Textbook	\$1,085,212.00
01-85-098-9006-	F DFS003	Letter of Intent	DFS Receiving Project	\$194,763.00
01-85-098-9014-	F		Dell Computer	\$125,597.45
01-85-098-9025-	F ASC001		WRx Training for customers	\$1,400.00
01-85-098-9026-	F PAC001		Dupont PCNs	\$11,520.00
01-85-098-9037-	F ESK001	11406	Bush Furniture-RTS System	\$173,759.00
01-85-098-9046-	F ESK001		NTN Driveshaft	\$80,997.00
01-85-098-9047-	F ESK001	11518	LDS Distribution Center	\$110,774.00
01-85-098-9048-	F ESK001	8110 & 11509	Konica - Hardware Upgrade	\$4,950.00
01-85-098-9052-	F OCT001	Hardware	OC Tanner - 2-Aisle Expansion	\$60,032.00
01-85-098-9053-	F VAN001	302582	Vanderlande AIX Upgrade	\$37,094.00
01-85-098-9052-	F DFS005	IT2303	DFS North America RF Maintenance	\$15,598.88
01-85-098-9062-	F CAN001		Cannon VAB9 AIX Upgrade	\$28,334.00
00-20-000-0006-	F SIT001		Sitix RTS System Training	\$1,404.00

TRADEMARK

REEL: 002414 FRAME: 0728

## Attachment C

## List of Projects transferred to Eskay as of November 13, 1999

16/19

ASC Project#	S	Cust No.	P.O. #	Description	Total Cont Value
02-00-015-0001-	F	DAI005	MOE147201	Auto-TMMK Chassis 3 Install	\$10,000.00
02-00-015-0002-	F	DAI001		TMMK Line Monitoring System	\$84,068.48
04-00-000-0013-	F	INT007	47013	Integram Seating	\$1,517,494.00
04-00-000-0013-	W	INT007	Warranty	Integram Seating	\$29,750.00
04-00-000-0014-	F	ESK001	11581	Integram Seating RX 200 Control Design	\$15,000.00
04-00-000-0017-	F	INT007	47120	Integram Seating FAS/RS control system	\$200,000.00
04-00-000-0018-	F	ESK001	11642	Integram Seating WRx 2000	\$174,778.00
01-85-085-7020-	M	ESK001	23188, 11458	OC Tanner Maintenance 4/1/97-3/31/99	\$20,000.00
01-85-088-0024-	M	OCT001	Hardware	OC Tanner Maintenance 3/4/99-3/3/00	\$20,000.00
01-85-098-0027-	M	ESK001	11729	Molax Maintenance	\$10,000.00
01-85-098-0028-	M	ESK001	Hardware	Fidelity Prod Sys Support	\$21,000.00
01-85-098-0029-	M	ESK001	Hardware	Fidelity Dev Sys Support	\$18,000.00
01-85-098-0035-	M	RCW001	Hardware	RC Willey Maintenance 7/8/99-7/7/00	\$23,000.00
01-85-098-0039-	M	ESK001	11650	LDS Distribution - Phase 2 Maintenance	\$25,290.00
01-85-098-0053-	M	MIT001	SW Maint Agreement	Mitsubishi Electronics Maintenance	\$19,800.00
01-85-098-0054-	M	ESK001	11688	Hoshizaki Rx200 Maintenance	\$20,698.00
01-85-098-0056-	M	ESK001	11671	Mita Copy Star Maintenance	\$8,000.00
01-85-098-0057-	M	VAR001		Varian Oncology Maintenance	\$36,340.00
01-85-098-0060-	M	ESK001	11682	DADC Maintenance 8/15/99-8/15/00	\$16,001.00
01-85-098-0061-	M	ORB001	99363004	Orbit Maintenance 10/1/99-9/30/00	\$23,587.00
01-85-098-0067-	M	OCT001	Renewal letter	OC Tanner Maintenance 7/8/99-7/6/00	\$6,000.00
01-85-098-9036-	M	PAC001	Hardware	Dupont PCNs Maint	\$18,450.00
01-85-098-9036-	M	DFS003	Hardware	DFS Group Ltd. Fixed Maintenance	\$69,600.00
01-85-098-9042-	M	EID001	Hardware	Dupont Maintenance	\$19,480.00
01-85-098-9044-	M	MIT001	2439	Mitsubishi Maintenance	\$18,900.00
01-85-098-9051-	M	ESK001	Hardware	Von Duprin Support	\$15,000.00
01-85-098-9054-	M	CHU001		LDS Distribution Center Maintenance	\$15,750.00
01-85-098-9055-	M	ESK001	Hardware	Rohm Maintenance 5/1-4/30/2000	\$12,000.00
01-85-098-9065-	M	ESK001	11402	Yamamoto Recommission Warranty	\$6,000.00
01-85-098-9069-	M	BUN001	Hardware	Bunge Foods Operational Support	\$23,575.00
02-00-000-0018-	M	DAI007		Slix RTS 6 month Maintenance	\$20,582.00
01-85-010-0003-	W	ESK001	Warranty	Dell Computers Warranty	\$22,728.00
01-85-010-0006-	W	ESK001	Warranty	Harpers AC31 Warranty	\$3,400.00
01-85-010-0009-	W	DAI001	Warranty	Isuzu DMAX Warranty	\$16,491.00
01-85-010-0012-	W	MCG001	Warranty	McGregor Logistics Warranty	\$3,800.00
01-85-010-0016-	W	ESK001	Warranty	Dell RN2 Warranty	\$65,118.00
01-85-010-0017-	W	ESK001	Warranty	Dell EMF Warranty	\$11,251.00
01-85-010-9009-	W	ESK001	Warranty	Lucent/Bastion Auto-Connect mini-loads	\$8,870.00
01-85-080-6011-	W	ESK002	Warr	Keystone - RTS Warranty	\$12,537.94
01-85-080-6015-	W	DAI003	Warranty	Excel Beef Client Server Warranty	\$47,800.00
01-85-080-7018-	W	ESK001	Warranty	SEH America Phase II-Warranty	\$9,568.00
01-85-085-5017-	W	DAI001	Warr	SEH America Warranty	\$0.00
01-85-085-6030-	W	MOL001	Warranty	Molax Little Rock Warranty	\$9,500.00
01-85-085-8031-	W	ESK001	Warranty	Coba Sterilization	\$8,520.00
01-85-085-7030-	W	ESK001	Warranty	Coba BCT Warranty	\$10,848.00
01-85-085-7032-	W	ESK001	Warranty	American Lock	\$5,740.00
01-85-085-8001-	W	ESK001	Warranty	Northwest Airlines Warranty	\$11,010.00
01-85-085-8004-	W	IBM001	Warranty	IBM JEGS Warranty	\$2,240.00
01-85-085-8005-	W	ASC001	Warranty	Dell Computers 1 aisle MSSII sys-Warranty	\$1,680.00
01-85-085-9028-	W	ESK001	Warranty	Motorola MOS-13 ARC 10 replacement	\$8,000.00
01-85-098-0004-	W	ENT001	Warranty	EntertainmentUK WRx Warranty	\$101,398.00
01-85-098-0008-	W	ESK001	Warranty	ST-Micro RTS Upgrade Warranty	\$5,040.00
01-85-098-0015-	W	ESK001	Warranty	Gardatto's Warranty	\$13,493.00
01-85-098-0017-	W	ESK001	Warranty	Rohm Electronics Warranty	\$980.00
01-85-098-0037-	W	ESK001	Warranty	Bunge Foods WRx Warranty	\$37,860.00
01-85-098-0039-	W	ESK001	Warranty	LDS Distribution - Phase 2 Warranty	\$6,120.00
01-85-098-0049-	W	ESK001	Warranty	F&P Car Parts RX 2000 Warranty	\$23,588.00
01-85-098-0051-	W	ESK001	Warranty	Mubee Rx 100 Warranty	\$3,400.00
01-85-098-0054-	W	ESK001	Warranty	Hoshizaki Rx200 Warranty	\$8,830.00

TRADEMARK

REEL: 002414 FRAME: 0729

Attachment C

List of Projects transferred to Eskay as of November 13, 1999

17/19

ASC Project #	S Cust No.	F.O. #	Description	Total Cont Value
01-85-098-0068	W DAI001	Warranty	McGregor Warranty	\$10,640.00
01-85-098-9001	W ESK001	Warranty	MBS Textbook Warranty	\$88,588.00
01-85-098-9014	W ESK001	Warranty	Dell Computers Warranty	\$13,730.00
01-85-098-9037	W ESK001	Warranty	Bush Furniture/RTS System Warranty	\$12,000.00
01-85-098-9048	W ESK001	Warranty	NTN Driveshaft Warranty	\$7,300.00
01-85-098-9047	W ESK001	Warranty	LDS Distribution Center Warranty	\$20,400.00
01-85-098-9053	W VAN001	Warranty	Vanderlande AIX Upgrade Warranty	\$3,256.00
01-85-098-9088	W CAN001	Warranty	Cannon VA89 AIX Upgrade Warranty	\$8,306.00
02-00-000-0006	W SIT001	Warranty	Sitix RTS System Training Warranty	\$180.00
02-00-015-9002	W DAI001	Warranty	TMMK Line Monitoring System Warranty	\$5,885.00
02-45-015-0003	X DAI005		Automotive P&S PSS Dev (Reimb from DK)	\$95,240.00
01-85-010-0004	T ESK001	Coming	Eskay T&D Support	
01-85-010-0011	T ESK001		Mojex Hampton Ith	
01-85-010-0014	T ESK001	11709	M&S ARC Engineer Support	
01-85-010-0015	T ESK001		F&P ARC Engineer Support	
01-85-010-7016	T ESK001		Eskay Support Western Region	
01-85-010-7017	T ESK001	Eskay 10202, 11286	Eskay Support Eastern Region	
01-85-010-9002	T ESK001	Eskay 11404	Bush Industries ARC	
01-85-010-9010	T ESK001	Eskay 11451, 11539	MBS Textbook Eskay	
01-85-010-9043	T ESK001	Eskay 11475	Eskay ST Microelectronics ARC300	
01-85-085-9029	T ESK001		Eskay Sales Support - hours	
01-85-085-9030	T ESK001	Coming	Eskay Travel Support	
01-85-098-0019	T ESK001	Eskay 11336	Eskay Rohm	
01-85-098-0023	T ESK001	Eskay 10279	Fidelity ERP 99 Support	
01-85-098-0032	T ESK001		DADIC	
01-85-098-0033	T UNI001	1599-A	Unit Parts	
01-85-098-0034	T ESK001	Verbal (Eskay)	Mojex Little Rock Support	
01-85-098-0038	T EID001	LED190131	DuPont Florence	
01-85-098-0043	T JST001		JST System Lockup Support	
01-85-098-0044	T ESK001		Mojex RTS Little Rock	
01-85-098-7038	T ESK001	Eskay 11637	Eskay NTN Driveshaft	
01-85-098-7041	T ESK001	Eskay 10279	Fidelity Odyssey RTS Support	
02-00-015-0002	T DAI007	91571	TMMK - Daifuku America Corp	
<b>Total</b>				<b>\$11,677,724.76</b>

18/19

ATTACHMENT D

All intellectual property rights, including without limitation, whether or not registered, trademarks, copyrights, confidential and technical information (including source code) for the software now referred to as:

- RTS
- Warehouse RX
- MCS 2000
- Material RX
- Rx100
- Rx200
- Rx300
- Auto-Connect 21
- Parts Call
- Andon
- Monitoring
- Painted Body Storage (PBS)
- Parts Seq. Supply (PSS)

## Attachment E

## List of Transferees to ESKAY (49 Employees)

19/19

No.	Last Name	First Name	Dept.	Title
1	Andrus	Mike	85WMCS	ASW
2	Askew	Ed	85WMCS	SSW
3	Burgoyne	Eric	AZ	SSW
4	Brimhall	Jim	80MCS	SSW
5	Caldwell	Richard	85WMCS	SSE
6	Chao	Wen Yu	85WMCS	SW
7	Christensen	Kathy	85WMCS	ASW
8	Clausing	Rob	85WMCS	ACE
9	Cocanour III	John	85WMCS	SW
10	Dasgupta	Abhir	85WMCS	ASW
11	Fife	Brad	85WMCS	SSW
12	Fotheringham	Chad	85WMCS	SSE
13	Graham	Ryan	85WMCS	ASW
14	Gustafson	Steve	AZ	PSE
15	He	Di	85WMCS	ASW
16	Heider	Will	85WMCS	PSE
17	Hsu	CK	85WMCS	ASW
18	Ikanwa	Kool	Daifuku	Daifuku
19	Kendorski	Steve	85WMCS	SSW
20	Lamb	Steven	85WMCS	ASW
21	Lantz	Richard	85WMCS	SSW
22	Madsen	Pete	85WMCS	SW
23	Madsen	Winn	85WMCS	PM
24	Marquez	Jan	85WMCS	SSW
25	Marsh	Dallon	85WMCS	SW
26	Mobzen	Mathew	85WMCS	SSW
27	McKinlay	Robert	85WMCS	SSW
28	Michaelson	Bart	85WMCS	ASW
29	Morrison	Rob	MIS	Tech
30	Morley	Bryan	85WMCS	DIR
31	Muhlestein	Gary	85WMCS	CE
32	Mullen	Tracy	Marketing	Mkt Comm
33	Nelson	Darby	85WMCS	ACW
34	Nelson	Road	85WMCS	PR
35	Prinster	Tim	85WMCS	SE
36	Smith	Richard	85WMCS	CE
37	Solen	Sarah	85WMCS	SWENGR
38	Stout	Doug	85WMCS	SWENGR
39	Strong	Craig	85WMCS	SW
40	Suckow	Dave	85WMCS	SE
41	Tauler	Al	85WMCS	PSW
42	Walker	Sheldon	85WMCS	SSW
43	Ward-Dahl	Mike	85WMCS	BE
44	Watts	Stephen	85WMCS	SSW
45	Weich	Craig	85WMCS	PMGR
46	Williams	Jeffery	MIS	Tech
47	Young	Yun sin	85WMCS	SSW
48	Young	Dave	SLC	SWENGR
49	Zamora	Deanna	SLC	Tech Writer

Certificate of Express Mail

Express Mail Mailing Label Number: ET849105975US

Date of Deposit: December 20, 2001

I hereby certify that the foregoing papers(s) or fee(s) are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. section 1.10, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on the date indicated above.

*Adam Spere*

\_\_\_\_\_  
(Typed or printed name of person mailing papers or fees)

*[Handwritten Signature]*

\_\_\_\_\_  
(Signature of person mailing papers or fees)

625799.1.w.lke



December 20, 2001

U.S. EXPRESS MAIL NO. ET849105975US

Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

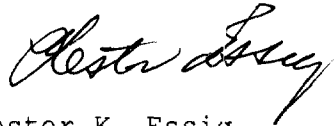
Re: Assignment Recordation

To Whom It May Concern:

Enclosed you will find a completed and signed cover sheet, a true copy of an assignment Agreement, and a check for \$40 to cover the assignment recordation fee. Pursuant to the Agreement, all rights in the WAREHOUSE RX trademark (registration number 1901581) and related good will (as set forth in the Agreement and in Exhibit 1 to the Agreement in sections 1(d) and Attachment D) were assigned from Daifuku Corporation to Eskay Corporation with the assignment effective on November 15, 1999. The assignment in question should not be confused with an earlier assignment of rights in the same mark and registration from Auto-Soft Corporation to Daifuku America Corporation effective the day before, on November 14, 1999. Please see that these documents are properly recorded. If you have questions or comments, I can be contacted at the above-listed Salt Lake City telephone number and address. Your assistance is greatly appreciated.

Very truly yours,

RAY, QUINNEY NEBEKER



Lester K. Essig

LKE/kao  
 Enclosures  
 624624.1.w.lke

ATTORNEYS AT LAW  
 Clark P. Giles  
 Herschel J. Saperstein  
 Nathan F. Had  
 Herbert C. Lewis  
 D. Jay Curtis  
 Gerald E. Lawry  
 Alan A. Luke  
 Jonathan A. Doble  
 Scott Frankock Clark  
 Steven H. Gunn  
 James S. Johnson  
 Alan T. Burkeschlag  
 Janet Ogge Smith  
 Douglas Malsam  
 Robert P. Hill  
 Floyd Andrew Jensen  
 David K. Lumber  
 Allen J. Orr  
 A. Robert Hering  
 John P. Harrington  
 Larry G. Mann  
 Bruce L. Olson  
 John A. Adams  
 Douglas M. Mower  
 Craig Cagle  
 Eric J. T. Tinsley  
 Kevin G. Wade  
 Lester K. Essig  
 Ira B. Rutherford  
 Steven J. Wabman  
 Gregory J. Underly  
 Stephen G. Haggan  
 John P. Madsen  
 Keith A. Kelly  
 Michael W. Spence  
 Mark M. Bellmore  
 Rick L. Stone  
 Rick B. Stappan  
 Lisa A. Yonson  
 Brent D. White  
 Michael J. Blum  
 Scott A. Hagan  
 Steven W. Galt  
 Cameron M. Harnack  
 Hans A. Wiegand  
 Gavin C. Curtis  
 Mark A. Galt  
 Gary Weinger  
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