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01-02-2002

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TRADEMARKS ONLY

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

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

Tab settings ⇨⇨⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

ADS Acquisitions, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other 12/27/01

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

2. Name and address of receiving party(ies)

Name: Directed Audio, Inc.
Internal Address:
Street Address: One Viper Way
City: Vista State: CA Zip: 92083

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Florida
☐ 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: 11/30/01

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,578,706
2,154,226

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: 2

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

☐ 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.
Name of Person Signing

Signature

12/26/01
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

01/02/2002 GTON11 00000023 500653 1578706

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

TRADEMARK RECORDATION FORM

CONTINUATION SHEET

Question 1:

Name of conveying party(ies):

Wells Fargo Business Credit, Inc., a Minnesota Corporation, in its individual capacity as and in its capacity as servicing agent for Well Fargo Bank Minnesota, N.A.
100 West Washington Street, 7th Floor, MAC S4101-076
Phoenix, Arizona 85003

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement ("Assignment") is made this 30th day of November, 2001, between Wells Fargo Business Credit, Inc., a Minnesota corporation, in its individual capacity and in its capacity as servicing agent for Wells Fargo Bank Minnesota, N.A., having its principal place of business at 100 West Washington Street, 7th Floor, MAC S4101-076, Phoenix, Arizona 85003 ("Assignor") and Directed Audio, Inc., a Florida corporation, with its principal place of business at One Viper Way, Vista, California 92083 ("Assignee").

RECITALS

WHEREAS, Assignor is the owner of the United States and foreign trademarks, trademark applications and trademark registrations set forth on SCHEDULE A annexed hereto ("the Marks") by virtue of having exercised its post-default remedies with respect to the Marks as the secured party under certain trademark security agreements with **Analog and Digital Systems, Inc.**, a corporation organized and existing under the laws of the Commonwealth of Massachusetts, located at 9235 S. McKemy St., Tempe, Arizona 85284, **Orion Industries, Inc.**, a corporation organized and existing under the laws of the State of Arizona, located at 9235 S. McKemy St., Tempe, Arizona 85284 and **ADS Acquisitions, Inc.**, a corporation organized and existing under the laws of the State of Arizona, successor in interest to Precision Power, Inc., located at 9235 S. McKemy St., Tempe, Arizona 85284 (collectively "Debtors");

WHEREAS, Assignee wishes to obtain from Assignors and Debtors all right, title and interest in and to the Marks, together with the business to which these Marks pertain, and all goodwill of the business symbolized by these Marks;

WHEREAS, Assignor wishes to convey, transfer, assign, deliver, and contribute to Assignee any and all of its right, title and interest in and to the Marks acquired from Debtors, together with the business to which these Marks pertain, and all goodwill of the business symbolized by these Marks;

WHEREAS, the Parties acknowledge that Assignee has the ability and resources to continue on in continuity with the past use of the Marks and maintain the goodwill created therein by Assignor and Debtors;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged as satisfactory and adequate, the Parties agree as follows:

1. **Assignment.** For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, for itself and its predecessors in title, if any, hereby conveys, transfers, assigns, delivers, and contributes to Assignee: (a) any and all of Assignor's right, title and interest in and to the Marks, together with the business to which these Marks pertain, and all goodwill of the business symbolized by these Marks; (b) any and all income, royalties, damages, and payments hereafter due or payable to Assignor with respect to the Marks, including without limitation, damages and payments for past or future infringements and misappropriations of the Marks; and (c) any and all rights to sue for past, present and future infringements or misappropriations of the Marks.

2. **Miscellaneous.**

a. **Acknowledgment of Rights.** In furtherance of the Assignment, Assignor acknowledges that, from this date forward, the Assignee has succeeded to any and all of their right, title, and standing to: (i) receive all rights and benefits pertaining to the Marks; (ii) institute and prosecute all suits and proceedings and take all actions that the Assignee, in its sole discretion, may deem necessary or proper to collect, assert, or enforce any claim, right, or title of any kind in and to the Marks (iii) defend and compromise and all such actions, suits, or proceedings relating to such transferred and assigned rights, title, interest, and benefits, and do all other such acts and things in relation thereto as the Assignee, in its sole discretion, deems advisable.

b. This Agreement shall inure to the benefit of, and be binding upon, the parties hereto together with their respective legal representatives, successors, and assigns.

c. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the Parties have executed this Assignment as of the date set forth above.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

ASSIGNOR:

WELLS FARGO BUSINESS CREDIT, INC., in its individual capacity and in its capacity as servicing agent for Wells Fargo Bank Minnesota, N.A.

By: Darcy Della Flora

Name: Darcy Della Flora

Title: Vice President

ASSIGNEE:

DIRECTED AUDIO, INC.

By: _____

Name: James E. Minarik

Title: President and CEO

ASSIGNOR:

WELLS FARGO BUSINESS CREDIT, INC., in its individual capacity and in its capacity as servicing agent for Wells Fargo Bank Minnesota, N.A.

By:_____

Name:

Title:

ASSIGNEE:

DIRECTED AUDIO, INC.

By:_____

Name: James E. Minarik

Title: President and CEO

SCHEDULE A

Arizona Trademarks

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

Arizona Trade Names

Name	Registration Number	Date of Registration
Precision Power, Inc.	135,832	October 1994

U.S. Trademarks

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

TRANSFER STATEMENT

Under a Security Agreement dated January 14, 2000, as amended from time to time, executed by ADS Acquisitions, Inc., an Arizona corporation (the "Debtor"), and Wells Fargo Business Credit, Inc., a Minnesota corporation ("WFBCI"), in its individual capacity and in its capacity as servicing agent for Wells Fargo Bank Minnesota, N.A., formerly known as "Norwest Bank Minnesota, N.A." (the "Bank" and collectively with WFBCI, the "Secured Party"), Debtor granted a security interest in Collateral (as defined in the Security Agreement) to secure performance of certain obligations owed to Secured Party. The Collateral includes the trademarks, trade names and patents listed on Schedule A attached hereto (the "IP Collateral").

Debtor has defaulted in its obligations owed to Secured Party and secured by the Collateral. Secured Party has exercised its postdefault remedies with respect to the IP Collateral, including disposing of the IP Collateral as permitted by Arizona Revised Statutes § 47-9610 et. seq. As a result of the disposition and pursuant to Arizona Revised Statutes § 47-9617, all of Debtor's rights in the IP Collateral have been transferred to Directed Audio, Inc., a Florida corporation (the "Transferee").

Please promptly amend your records to reflect that Debtor's interest in the IP Collateral has been transferred to Transferee and mail confirmation of such amendment to the Transferee c/o Steven J. Wadyka, Jr., Esq., Greenberg Traurig, LLP, 1750 Tysons Boulevard, Suite 1200, McLean, Virginia 22102, Tel.: (703) 749-1300, Fax: (703) 749-1301.

The name and address of the Secured Party is:

Wells Fargo Business Credit, Inc., in its individual capacity and
in its capacity as servicing agent for Wells Fargo Bank Minnesota, N.A.
100 West Washington Street, 7th Floor
MAC S4101-076
Phoenix, Arizona 85003

The name and address of the Debtor is:

ADS Acquisitions, Inc.
9235 South McKemy Street
Tempe, Arizona 85284

The name and address of the Transferee is:

Directed Audio, Inc.
One Viper Way
Vista, California 92083

Please contact Mr. Wadyka if you have any questions on this matter or need additional information.

WELLS FARGO BUSINESS CREDIT, INC.,
in its individual capacity and in its capacity as servicing agent for Wells Fargo Bank Minnesota, N.A.

By: Darcy Della Flora
Name: Darcy Della Flora
Title: Vice President

SCHEDULE A

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Xtreme	1,769,819	May 11, 1993
Xtreme	76/075,721	Not Applicable
Xtreme	1,846,616	July 26, 1994
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COMPU-TUNER	1,170,974	September 29, 1981

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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

U.S. Patents

Title	Patent Number	Issue Date
Circuitry with Means to Reduce Quantization Noise Ribbon Speaker System	4,550,228	October 29, 1986
Adaptive Digital Audio Interpolation System	5,388,221	February 7, 1995
Very Low Jetter Clock Recovery from Serial Audio Data	5,598,423	January 28, 1997
Very Low Jetter Clock Recovery from Serial Audio Data	5,404,362	April 4, 1996
Reproduction Equipment for Digital Audio	5,329,556	July 12, 1994
Point Source Speaker System	6,069,962	May 30, 2000
Point Source Speaker System	6,169,812	June 2, 2001
Retrofitable CD Player System	5,790,481	August 4, 1998
Fiber-Honeycomb-Fiber Sandwich Speaker	6,097,829	August 1, 2000
Flat Panel Speaker	5,701,359	December 23, 1997

Foreign Patents

Name	Registration/ Application Number	Date of Registration	Country
Point Source Speaker System	599976	Not Applicable	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