



102107965

I hereby certify that the RECORDATION FORM COVER SHEET and CONFIRMATORY ASSIGNMENT OF TRADEMARK REGISTRATION is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, on May 14, 2002.

By: *Audrey M. Dragony*
Audrey M. Dragony

**TRADEMARKS
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

IN RE APPLICATION OF : Visi-Trak Corporation
FOR : **VISI-TRAK**
PATENT/SERIAL NO. : 1,103,779
ISSUED/FILED : October 10, 1978
ATTORNEY DOCKET NO. : VII 0 0001

Cleveland, Ohio 44114-2518
May 14, 2002

RECORDATION FORM COVER SHEET

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

5-28-02

Dear Sir:

Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies):

Visi-Trak Corporation

2. Name and Address of receiving party(ies):

Name: VTC Holdings, LLC
Internal Address: _____
Street Address: 8400 Sweet Valley Drive, Suite 406
City: Valley View
State: Ohio ZIP: 44125-4244

OFFICE OF PUBLIC RECORDS
2002 MAY 28 AM 7:23
FINANCE SECTION

05/30/2002 TDIAZ1 00000044 1103779
01 FC:581 40.00 DP

3. Nature of conveyance:
- | | | | |
|-------------------------------------|--------------------|--------------------------|----------------|
| <input checked="" type="checkbox"/> | Assignment | <input type="checkbox"/> | Change of Name |
| <input type="checkbox"/> | Security Agreement | <input type="checkbox"/> | Merger |
| <input type="checkbox"/> | Other _____ | | |

Execution Date: March 26, 2002

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

A. Registration Application No.(s)
N/a

B. Registration No.(s)
1,103,779

Additional numbers attached? Yes No

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

Name: Philip J. Moy, Jr.
Firm: FAY, SHARPE, FAGAN, MINNICH & McKEE
Address: 1100 Superior Avenue - Seventh Floor
City: Cleveland
State: Ohio ZIP: 44114-2518

6. Total number of applications and patents involved: 1

7. Total fee (37 C.F.R. ' 3.41): \$40.00

Enclosed
 Authorized to be charged to deposit account.

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

DO NOT USE THIS SPACE

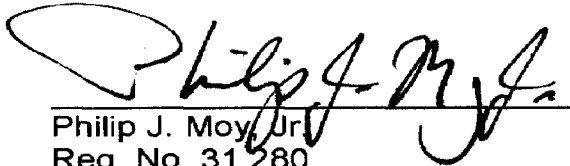
9. Statement and signature.

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.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE

Date: 5/14/2002



Philip J. Moy, Jr.
Reg. No. 31,280
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

TOTAL NUMBER OF PAGES - **8**
(INCLUDING TRANSMITTAL AND
ASSIGNMENT)

CONFIRMATORY ASSIGNMENT OF TRADEMARK REGISTRATION

WHEREAS, Visi-Trak Corporation, a bankrupt Ohio corporation with a former address at 9800 Rockside Road, Cleveland, Ohio 44125 ("Assignor"), is the owner of record of the entire right, title, and interest in and to U.S. Trademark Registration No. 1,103,779 ("the Registration") for the mark VISI-TRAK ("the Mark");

WHEREAS, VTC Holdings, LLC, a Delaware limited liability company with an address at 8400 Sweet Valley Drive, Suite 406, Valley View, Ohio 44125-4244 (hereinafter "Assignee"), did acquire certain assets of the Assignor, including the entire right, title, and interest in and to the Mark, the Registration, and the goodwill of the business associated with and symbolized by the Mark, by virtue of an auction in bankruptcy held on May 18, 2001 and confirmed by a Confirmation of Sale issued on May 18, 2001 by Judge Randolph Baxter, U.S. Bankruptcy Judge for the U.S. Bankruptcy Court for the Northern District of Ohio, a true copy of said Confirmation of Sale being attached as Exhibit A; and

WHEREAS, both Assignor, through its Trustee in Bankruptcy, and Assignee recognize that, in order to effect a formal transfer of and to vest title to the Mark and the Registration, it is necessary to file with the United States Patent and Trademark Office for the purposes of recording a confirmatory instrument specifying the registration so assigned;

NOW THEREFORE, in consideration of the consideration expressed in the Confirmation of Sale and other valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby acknowledges, confirms, and certifies that it sold, assigned, and transferred and does hereby sell, assign, and transfer unto Assignee the entire right, title, and interest in and to the Mark and the Registration, together with the goodwill of the business symbolized by the Mark.

IN WITNESS WHEREOF, Assignor has caused this instrument to be duly

executed this 26th day of March, 2002.

Visi-Trak Corporation

By: Mary Ann Rabin
Mary Ann Rabin
Trustee in Bankruptcy for
Visi-Trak Corporation

STATE OF OHIO)
) ss
COUNTY OF CUYAHOGA)

On this day before me personally came Mary Ann Rabin, to me known to be the Trustee in Bankruptcy for Visi-Trak Corporation, a bankrupt Ohio corporation and Assignor above-named, and acknowledged that she executed the foregoing instrument as her free act and deed, both individually and as trustee in bankruptcy of said corporation, and that the same is the free act and deed of said corporation.

In testimony whereof, I have hereunto set my hand and affixed my seal, this 26th day of March, 2002.

Kiesha D. Ballard
Notary Public

(SEAL)

KIESHA D. BALLARD
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires April 20, 2003

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

IN RE:) CASE NO. 99-14624
)
VISI-TRAK CORPORATION) CHAPTER 11 PROCEEDINGS
)
Debtor,) JUDGE RANDOLPH BAXTER
Debtor-in-Possession)

CONFIRMATION OF SALE

Pursuant to an Emergency Order signed by the Court on April 24, 2001, Granting Motion of Mary Ann Rabin, Chapter 11 Operating Trustee for Order Pursuant to Section 363 of the Bankruptcy Code Approving the Public Sale of Certain Assets of the Debtor and Free and Clear of Liens and Approving Bidding Procedures, Mary Ann Rabin, Chapter 11 Operating Trustee, did offer for sale the assets of Visi-Trak Corporation. The assets are to be sold "as is" and where is" and are outlined in Exhibit A attached hereto and made a part hereof.

The Trustee served all creditors and other interested parties by regular U.S. mail. She further advertised the sale in Crain's Cleveland Business and The Plain Dealer.

In order to participate in the auction, prospective purchasers were to submit a bid to the Trustee along with a bank check in the amount of 25% of the bid, by 4:00 p.m. on Tuesday, May 15, 2001. The Trustee received two (2) bids: the first from VTC Holdings, L.L.C., the second from Joseph Anter.

At the auction on Friday, May 18, 2001, in the presence of Mary Ann Rabin, the Chapter 11 Operating Trustee, Mary Whitmer, the attorney for the Unsecured Creditor's Committee, Andrew Vara from Office of the United States Trustee, and other interested parties, the successful bidder was VTC Holdings, LLC in the amount of

EXHIBIT A

TRADEMARK
REEL: 002520 FRAME: 0779

\$ 500,000.00 Pursuant to Exhibit A, the amount of accounts receivable on April 16, 2001 was \$368,390.00 (excluding the HPM receivable). The amount of accounts receivable on May 17, 2001 was \$262,959.00. The purchase price is to be adjusted "dollar for dollar" to reflect the difference in the amount of the accounts receivable. Final payment is due by 4:00 p.m. on Friday, May 18, 2001. The successful bidder shall take possession of the property immediately after the signing of this Order and the payment of the funds. The successful bidder shall be responsible for rent and utilities for the month of May on a pro-rata basis from the date the bidder takes possession of the property.

Should the successful bidder fail to provide the necessary funds by the deadline, the sale to that bidder shall be deemed null and void and the next highest bid shall be declared the successful bidder.

The sale proceeds shall be held in the operating account of Visi-Trak at Fifth Third Bank pending further Order of Court. Any liens in existence at the time of the sale shall attach to the proceeds to the same extent that they existed prior to sale pursuant to the provisions of 11 U.S.C. Section 363(f).

THIS SALE IS HEREBY CONFIRMED.


JUDGE RANDOLPH BAXTER

Submitted by:

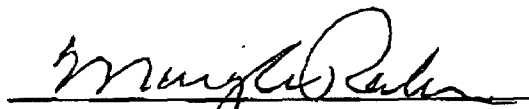

Mary Ann Rabin, (#0000009)
Chapter 11 Operating Trustee
Rabin & Rabin Co., LPA
55 Public Square, Suite 2000
Cleveland, Ohio 44113
(216) 771-8084

EXHIBIT A

All tangible and intangible assets of the Debtor including the assets, if any, of the subsidiary, Visi-Trak Sensors, LTD, but excluding: cash, any insurance claims for missing property or for casualty losses after the petition was filed, the HPM account receivable, any avoidance actions that may accrue to the benefit of the estate under Sections 546 through 553 of the Bankruptcy Code, and any claims Visi-Trak may have for legal malpractice related to its previous patent litigation.

The accounts receivable offered for sale are those which were of record on account on April 16, 2001 which total \$368,390.00 (this figure excludes the HPM receivable). Buyer will receive \$1.00 discount off of the purchase price for every \$1.00 of proceeds received after that date.

The inventory and equipment were appraised at auction value by Rosen & Co. at \$65,000.00

The Trustee plans to reject all leases and no leaseholds are included as assets of this sale unless the successful bidder would like to remain in the premises in which case the procedure is outlined in paragraph (k) of the attached Order.

That assets will be sold "as is" and "where is" free and clear of liens pursuant to relief requested in the Emergency Order of Mary Ann Rabin, Chapter 11 Operating Trustee for Order Pursuant to Section 363 of the Bankruptcy Code Approving the Public Sale of Certain Assets of the Debtor Free and Clear of Liens and Approving Bidding Procedures.