

Form PTO-1594

## RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

## TRADEMARKS ONLY

U.S. Patent &amp; Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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

<p>1. Name of conveying party(ies): Southtrust Bank f/k/a Southtrust Bank of Georgia</p> <p><input type="checkbox"/> Individual(s)                      <input checked="" type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached?  <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Escort Inc.</u>  Internal Address: _____  Street Address: <u>5440 West Chester Rd.</u>  City: <u>West Chester</u> State: <u>OH</u> Zip: <u>45069</u></p> <p><input type="checkbox"/> Individual(s) Citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Illinois</u>  Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:  <input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Release of Security Interest</u></p> <p>Execution Date: <u>November 6, 1997</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1,949,937</u></p> <p>Additional number(s) attached    <input type="checkbox"/> Yes              <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Sarah Otte Graber</u>  Internal Address: <u>Wood, Herron &amp; Evans, L.L.P.</u>  <u>2700 Carew Tower</u>  Street Address: <u>441 Vine Street</u>  City: <u>Cincinnati</u> State: <u>Ohio</u> Zip: <u>45202</u></p>	<p>6. Total number of applications and trademarks involved: ..... <u>1</u></p> <p>7. Total fee (37 CFR 3.41): ..... <u>\$ 40.00</u>  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account if deficiencies occur</p> <p>8. Deposit Account number: <u>23-3000</u>  (Attach duplicate copy of this page if paying by deposit account)</p>

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.



Sarah Otte Graber

Name of Person Signing

Signature

July 23, 2003

Date

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

Court File No. B168/97

THE ONTARIO COURT OF JUSTICE  
(GENERAL DIVISION)  
COMMERCIAL LIST

THE HONOURABLE MR.

)

WEDNESDAY, THE 6TH

)

JUSTICE S PENCE

)

DAY OF NOVEMBER, 1997



SOUTHTRUST BANK, NATIONAL ASSOCIATION

Applicant

- and -

B.E.L. - TRONICS LIMITED

Respondent

ORDER

(Vesting Certain of B.E.L. - Tronics Limited's Assets

in BEL-Tronics Radar Limited Partnership I)

**THIS MOTION**, made by Arthur Andersen Inc., the Receiver and Manager of B.E.L. - Tronics Limited for an Order vesting certain of the assets of B.E.L. - Tronics Limited in BEL-Tronics Radar Limited Partnership I, a Delaware limited partnership, free and clear of claims pursuant to Section 100 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43 and for an Order under Section 67 of the *Personal Property Security Act* (Ontario), R.S.O. 1990, c. P-10 was heard this day at 393 University Avenue, Toronto, Ontario.

**ON READING** the Order of this Court dated 10 September, 1997 approving the sale of certain of the assets of B.E.L. - Tronics Limited, the Endorsement of this Court dated October 6, 1997, and the Report of Arthur Andersen Inc. in its capacity as court-appointed Receiver and Manager of B.E.L. - Tronics Limited dated November 5, 1997 (the "Report"), each as filed; it appearing from the Report that the Purchase Price referred to therein has been paid by Akcess Pacific Group, L.L.C. to the Receiver and that all conditions to the closing of the Purchase Agreement referred to in the Report have been satisfied or waived, and on the consent of Glen Martinson and Martinson & Associates Inc. (collectively "Martinson"),

1. **THIS COURT ORDERS** that in accordance with the Order of this Court dated September 10, 1997, this Motion is properly made without notice and is properly before this Court.

2. **THIS COURT ORDERS**, pursuant to the provisions of Section 100 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43 and the provisions of Section 67(1)(e) of the *Personal Property Security Act* (Ontario), R.S.O. 1990, c. P-10 that all of the estate, right, title, and interest of B.E.L. - Tronics Limited in any and all patents, trademarks

and other intellectual property owned by B.E.L. - Tronics Limited including the intellectual property identified in Schedule I attached hereto but excluding the intellectual property identified in Schedule II attached hereto (the "Intellectual Property"), be and the same is hereby vested in BEL-Tronics Radar Limited Partnership I free and clear from any and all claims, debts, disputes, judgments, writs of execution, writs of seizure and sale, contractual claims, hypothecs, interests, charges, liens, security interests, assignments, pledges, options, executions, trusts or deemed trusts (whether contractual, statutory or otherwise), adverse claims, actions, levies, taxes, mortgages or encumbrances or any other rights or claims of any kind whatsoever (collectively referred to hereafter as the "Encumbrances") of any and all persons, including individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organization, governmental entities, natural persons and corporations, including Martinson, whether acting in their capacity as principals or as agents, trustees, executors, administrators or other legal representatives (collectively referred to hereafter as the "Persons"), and that subject to Paragraph 3 all of the Encumbrances, asserted by any of the Persons, or in any way affecting the Intellectual Property are hereby expunged and discharged.

3. THIS COURT ORDERS AND DECLARES that all of the Encumbrances affecting the Intellectual Property that are expunged and discharged with respect to the Intellectual Property under the terms of this Order shall continue to attach to and shall retain the same priorities with respect to the proceeds of the sale of the Intellectual Property.

4. THIS COURT SEEKS AND REQUESTS the aid, recognition and assistance of any court or any judicial, regulatory or administrative body of Canada or any province or territory of Canada, and any judicial, regulatory or

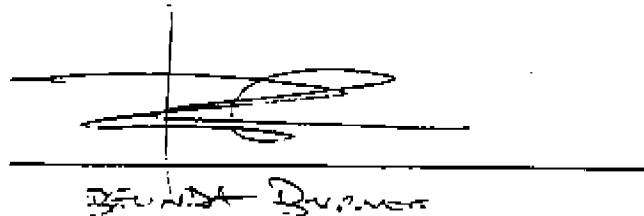
administrative body of any jurisdiction in which any of the Intellectual Property may be located or registered including, without limiting the generality of the foregoing, the Patent and Trade Marks Office in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order and registering or recording the transactions and transfers of interest contemplated herein.

5. **THIS COURT ORDERS** that Akcess Pacific Group, L.L.C. be and is hereby authorized to seek such further and additional Orders from this Court as may be necessary to carry out the transactions contemplated herein.

ENTERED AT/INSCRIT À TORONTO  
ON/BOOK NO:  
LE/DANS LE REGISTRE NO:

NOV 06 1997

PER/PAR



Donald D. Brown

JUL. 23. 2003 1:39PM  
**SCHEDULE I**

513 241 6234

NO. 6799 P. 7

**PATENT**  
**TRADEMARK**  
REEL: 010255 FRAME: 0627  
REEL: 002688 FRAME: 0661

JUL. 23. 2003 1:39PM 513 241 6234  
**SCHEDULE I (PATENTS)**

NO. 6799 P. 8

PATENT  
TRADEMARK  
REEL: 010255 FRAME: 0528  
REEL: 002688 FRAME: 0662

07 JUL 23 2003 1:39PM --513 241 6234

JUL-06-99 15:45

FROM-CASSELLS BROCK

002670

NO. 6799 P. 9

T-405 P.24/98 F-126



Court File No. B168/97

This is Exhibit "1" referred to in the affidavit of Joseph D. Pile

THE ONTARIO COURT OF JUSTICE  
(GENERAL DIVISION)  
COMMERCIAL LIST

Sworn before me, this 6th day of July, 1997.

A COMMISSIONER FOR TAKING AFFIDAVITS

THE HONOURABLE MR.  
JUSTICE S. PENCE

WEDNESDAY, THE 6TH  
DAY OF NOVEMBER, 1997



SOUTHTRUST BANK, NATIONAL ASSOCIATION

Applicant

- and -

B.E.L. - TRONICS LIMITED

Respondent

ORDER

(Vesting Certain of B.E.L. - Tronics Limited's Assets  
in BEL-Tronics Radar Limited Partnership D)

TRADEMARK

REEL: 002688 FRAME: 0663



- 2 -

THIS MOTION, made by Arthur Andersen Inc., the Receiver and Manager of B.E.L. - Tronics Limited for an Order vesting certain of the assets of B.E.L. - Tronics Limited in BEL-Tronics Radar Limited Partnership I, a Delaware limited partnership, free and clear of claims pursuant to Section 100 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43 and for an Order under Section 67 of the *Personal Property Security Act* (Ontario), R.S.O. 1990, c. P-10 was heard this day at 393 University Avenue, Toronto, Ontario.

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- 3 -

and other intellectual property owned by B.E.L. - Tronics Limited including the intellectual property identified in Schedule I attached hereto but excluding the intellectual property identified in Schedule II attached hereto (the "Intellectual Property"), be and the same is hereby vested in BEL-Tronics Radar Limited Partnership I free and clear from any and all claims, debts, disputes, judgments, writs of execution, writs of seizure and sale, contractual claims, hypothecs, interests, charges, liens, security interests, assignments, pledges, options, executions, trusts or deemed trusts (whether contractual, statutory or otherwise), adverse claims, actions, levies, taxes, mortgages or encumbrances or any other rights or claims of any kind whatsoever (collectively referred to hereafter as the "Encumbrances") of any and all persons, including individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organization, governmental entities, natural persons and corporations, including Martinson, whether acting in their capacity as principals or as agents, trustees, executors, administrators or other legal representatives (collectively referred to hereafter as the "Persons"), and that subject to Paragraph 3 all of the Encumbrances, asserted by any of the Persons, or in any way affecting the Intellectual Property are hereby expunged and discharged.

3. **THIS COURT ORDERS AND DECLARES** that all of the Encumbrances affecting the Intellectual Property that are expunged and discharged with respect to the Intellectual Property under the terms of this Order shall continue to attach to and shall retain the same priorities with respect to the proceeds of the sale of the Intellectual Property.

4. **THIS COURT SEEKS AND REQUESTS** the aid, recognition and assistance of any court or any judicial, regulatory or administrative body of Canada or any province or territory of Canada, and any judicial, regulatory or

- 4 -

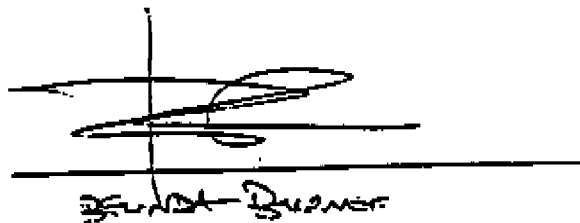
administrative body of any jurisdiction in which any of the Intellectual Property may be located or registered including, without limiting the generality of the foregoing, the Patent and Trade Marks Office in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order and registering or recording the transactions and transfers of interest contemplated herein.

5. **THIS COURT ORDERS** that Akcess Pacific Group, LLC. be and is hereby authorized to seek such further and additional Orders from this Court as may be necessary to carry out the transactions contemplated herein.

ENTERED AT/INSCRIT À TORONTO  
ON/BOOK NO:  
LE/DANS LE REGISTRE NO:

NOV 06 1997

PER/PAR:



Handwritten signature of a person, possibly a judge or official, over a horizontal line.

## Schedule A

U.S. TRADEMARKS  
B.E.L.-Tronics Limited

30/09/11MA

## 1. REGISTRATIONS

Trade Mark	Application No./Date	Registration No./Date
RSV	75-075,532 - March 20, 1996	2,048,971 - April 1, 1997
DUAL TRACKING LASER	74-710,622 - August 3, 1995	1,985,673 - July 9, 1996
QUICKDIAL	74-636,080 - February 21, 1995	2,049,650 - April 1, 1997
VC-2 GUARD	74-607,674 - December 6, 1994	1,983,085 - June 25, 1996
DTL	74-481,844 - January 24, 1994	1,915,810 - August 29, 1995
FMT-FUNDAMENTAL MIXER TECHNOLOGY	74-419,225 - August 2, 1993	1,869,304 - December 27, 1994
FMT	74-419,223 - August 2, 1993	1,949,937 - January 23, 1996
LEADERSHIP THROUGH INNOVATION	74-373,784 - March 31, 1993	1,860,310 - October 25, 1994
FULL-DIMENSIONAL SOUND	74-336,374 - December 3, 1992	1,866,250 - December 6, 1994
SWINGMATE	74-291,476 - July 6, 1992	1,874,533 - January 17, 1995

<u>Trade Mark</u>	<u>Application No./Date</u>	<u>Registration No./Date</u>
LASER ALERT	74-266,606 - April 17, 1992	1,811,466 - December 14, 1993
EXPRESS	74-162,864 - May 2, 1991	1,681,876 - April 7, 1992
SHADOW TECHNOLOGY	74-147,192 - March 11, 1991	1,706,363 - August 11, 1992
VECTOR	73-562,563 - October 11, 1985	1,493,929 - June 28, 1988
COMPUHETERODYNE	73-424,909 - May 9, 1983	1,281,393 - June 12, 1984
BEL and DESIGN	73-424,846 - May 6, 1983	1,765,584 - April 20, 1993
MICRO EYE	73-424,715 - May 6, 1983	1,309,767 - December 18, 1984

\* \* \*

## 2. APPLICATIONS

<u>Trade Mark</u>	<u>Application No./Date</u>
MULTILINK	74-621,705 - January 17, 1995
ACCU-RATE Stylized Letters	74-419,224 - August 2, 1993
LEGEND	74-005,430 - November 27, 1989

FMT

74-005,429 - November 27, 1989

RSV

74-005,428 - November 27, 1989

FMT - FUNDAMENTAL MIXER TECHNOLOGY

74-005,427 - November 27, 1989

RSV - RADAR SIGNAL VERIFICATION

74-005,426 - November 27, 1989

SAFETY ALERT

793,669 - September 28, 1995

3. ABANDONED

Trade Mark

Application No./Date

PREFERRED CALLER MEMORY  
BLOCK REJECT

74-607,675 - December 6, 1994  
74-607,673 - December 6, 1994

QUICK DIAL

74-607,672 - December 6, 1994

SWINGMATE TAKES THE GUESSWORK  
OUT OF YOUR SWING

74-607,671 - December 6, 1994

DUAL TRACKING LASER

74-481,841 - January 24, 1994

CALL REJECT

74-336,369 - December 3, 1992

BLOCK BUSTER

74-336,352 - December 3, 1992

SWINGMATE TAKES THE GUESSWORK  
OUT OF YOUR SWING

74-297,276 - July 24, 1992

## SWING MASTER and DESIGN

74-246,482 - February 14, 1992

## SWING MASTER

74-246,356 - February 14, 1992

## LASER

74-237,494 - January 14, 1992

## ALLBAND

74-221,411 - November 14, 1991

## THREE BAND PLUS

74-221,410 - November 14, 1991

## BEL DEL-TRONICS and DESIGN

74-147,143 - March 11, 1991

## ST

74-147,142 - March 11, 1991

## PATRIOT

74-139,926 - February 19, 1991

## VC-2

74-114,666 - November 13, 1990

## THE LOOP

74-102,008 - October 1, 1990

## QUANTUM

73-665,708 - June 10, 1987  
1,515,183 - December 6, 1988 (R)

## SIGNAL CONCENTRATOR

73-542,535 - June 11, 1985  
1,378,984 - January 21, 1986 (R)