

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WELLS FARGO BANK, NATIONAL ASSOCIATION, acting through its WELLS FARGO BUSINESS CREDIT operating division		12/04/2007	Bank: CALIFORNIA

RECEIVING PARTY DATA

Name:	EMRISE Corporation
Street Address:	9485 Haven Avenue, Suite 100
City:	Rancho Cucamonga
State/Country:	CALIFORNIA
Postal Code:	91730
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78346552	VLP
Serial Number:	78636436	EMRISE

CORRESPONDENCE DATA

Fax Number: (714)546-9035
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 714-641-5100
 Email: sbarricella@rutan.com, sgibbons@rutan.com
 Correspondent Name: Susan J. Barricella
 Address Line 1: 611 Anton Blvd., 14th Floor
 Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER:	Susan J. Barricella
Signature:	/Susan J. Barricella/

900093493

**TRADEMARK
 REEL: 003672 FRAME: 0292**

CH \$65.00 78346552

Date:

12/05/2007

Total Attachments: 4

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source=emrise electronics#page2.tif

source=emrise corp assignment#page1.tif

source=emrise corp assignment#page2.tif

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Laurie Biegel
Rutan & Tucker, LLP
611 Anton Blvd., Ste. 1400
Costa Mesa, CA 92626

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
23806351

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c, and also give name of assignor in item 9

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7:

CHANGE name and/or address: Give current record name in item 6a or 6b, also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. **DELETE** name: Give record name to be deleted in item 6a or 6b. **ADD** name: Complete item 7a or 7b, and also item 7c, also complete items 7d-7g (if applicable).

6. **CURRENT RECORD INFORMATION:**

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7. **CHANGED (NEW) OR ADDED INFORMATION:**

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7c. MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
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7d. TAX ID #: SSN OR EIN | ADD'L INFO RE ORGANIZATION DEBTOR | 7e. TYPE OF ORGANIZATION | 7f. JURISDICTION OF ORGANIZATION | 7g. ORGANIZATIONAL ID #, if any NONE

8. **AMENDMENT (COLLATERAL CHANGE):** check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT** (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
Emrise Electronics Corporation

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA

FINANCING STATEMENT

INSTRUCTIONS (front and back) CAREFULLY

NAME AND ADDRESS OF CONTACT AT FILER (optional)

DEBTOR'S ACKNOWLEDGMENT TO: (Name and Address)

Michael Jack, Esq.
 1000 Grand Avenue
 Los Angeles, CA 90071

2380635-1

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. DEBTOR'S NAME

1b. ELECTRONICS CORPORATION

1c. DEBTOR'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1000 Grand Avenue, Suite 100

Rancho Cucamonga

STATE: CA POSTAL CODE: 91730

COUNTRY: USA

1d. DEBTOR'S TYPE

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION corporation

1f. JURISDICTION OF ORGANIZATION New Jersey

1g. ORGANIZATIONAL ID #, if any

NONE

DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. DEBTOR'S NAME

2b. DEBTOR'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. DEBTOR'S TYPE

ADD'L INFO RE ORGANIZATION DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, if any

NONE

SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. SECURED PARTY'S NAME

WELLS FARGO BANK, NATIONAL ASSOCIATION, acting through its WELLS FARGO BUSINESS CREDIT operating division

3b. SECURED PARTY'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1000 Grand Avenue, Suite 700

Pasadena

STATE: CA POSTAL CODE: 91101

COUNTRY: USA

THIS STATEMENT covers the following collateral:

5 1745262
 3283840

1. FILING STATE (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/SAILOR SELLER/BUYER AG. LIEN NON-UCC FILING
 STATEMENT is to be filed (or record) (or recorded) in the REAL 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE) All Debtors Debtor 1 Debtor 2
 Allch Addendum (if applicable) (ADDITIONAL FEE) (follows)

EXPIRE DATE
 Filing Office of State

475 001 - 005

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A NAME & PHONE OF CONTACT AT FILER (optional)

B SEND ACKNOWLEDGMENT TO: (Name and Address)

Laurie Biegel
Rutan & Tucker, LLP
611 Anton Blvd., Ste. 1400
Costa Mesa, CA 92626

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a INITIAL FINANCING STATEMENT FILE #
63309077

1b This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS

2 TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3 CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4 ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c, and also give name of assignor in item 9.

5 AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. (Check only one of these two boxes)

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7:

CHANGE name and/or address: Give current record name in item 6a or 6b, also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c, also complete items 7d-7g (if applicable).

6 CURRENT RECORD INFORMATION:

6a ORGANIZATION'S NAME

OR 6b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7 CHANGED (NEW) OR ADDED INFORMATION

7a ORGANIZATION'S NAME

OR 7b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

7d TAX ID #, SSN OR EIN ADDL INFO RE ORGANIZATION DEBTOR 7e TYPE OF ORGANIZATION 7f JURISDICTION OF ORGANIZATION 7g ORGANIZATIONAL ID #, if any NONE

8 AMENDMENT (COLLATERAL CHANGE), check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

9 NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a ORGANIZATION'S NAME Emrise Corporation

OR 9b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10 OPTIONAL FILER REFERENCE DATA

UCC FINANCING STATEMENT

READ INSTRUCTIONS (front and back) CAREFULLY
 NAME & PHONE OF CONTACT AT FILER (optional)

ACKNOWLEDGMENT TO: (Name and Address)

Morgan Lewis & Bockius, LLP
 300 S. Grand Avenue
 22nd Floor
 Los Angeles, CA 90071
 Attn: J. Michael Jack, Esq.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names
 ORGANIZATION'S NAME

1a. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1b. BUSINESS ADDRESS CITY STATE POSTAL CODE COUNTRY

1c. DEBTOR'S BUSINESS ADDRESS CITY STATE POSTAL CODE COUNTRY

1d. TYPE OF ORGANIZATION 1e. JURISDICTION OF ORGANIZATION 1f. ORGANIZATIONAL ID #, if any

1g. ORGANIZATIONAL ID #, if any NONE

2. SECURED PARTY'S EXACT FULL LEGAL NAME - Insert only one secured party name (2a or 2b) - do not abbreviate or combine names
 ORGANIZATION'S NAME

2a. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2b. BUSINESS ADDRESS CITY STATE POSTAL CODE COUNTRY

2c. TYPE OF ORGANIZATION 2d. JURISDICTION OF ORGANIZATION 2e. ORGANIZATIONAL ID #, if any

2f. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)
 ORGANIZATION'S NAME

3a. FARGO BANK, NATIONAL ASSOCIATION, acting through its WELLS FARGO BUSINESS CREDIT operating division

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. BUSINESS ADDRESS CITY STATE POSTAL CODE COUNTRY

3d. BUSINESS ADDRESS CITY STATE POSTAL CODE COUNTRY

4. THIS STATEMENT covers the following collateral:

5. COMMENTS

6. SIGNATURE (if applicable) LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. SECRETARY OF STATE

475001-020