

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		04/19/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BEI Lending LLC
Street Address:	5347 S. Valentia Way, Suite 340
City:	Greenwood Village
State/Country:	COLORADO
Postal Code:	80111
Entity Type:	LIMITED LIABILITY COMPANY: COLORADO

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2383764	AIRBOSS
Registration Number:	1783908	AUDIOVAULT
Registration Number:	1401982	BE
Registration Number:	3494359	BIG PIPE
Registration Number:	2513996	BROADCAST ELECTRONICS
Registration Number:	1611115	CELLCAST
Registration Number:	2167395	MARTI
Registration Number:	2811222	SONI XTREAM
Registration Number:	1583371	TELFAX
Registration Number:	3179982	THE RADIO EXPERIENCE
Registration Number:	3297847	TRE MESSAGE MANAGER
Registration Number:	2566716	VAULT XPRESS
Registration Number:	2732506	VAULT2
Registration Number:	3031273	XPI 10

CH \$390.00 2383764

900162777

**TRADEMARK
 REEL: 004210 FRAME: 0821**

Registration Number:	2657327	PLUG N PLAY
----------------------	---------	-------------

CORRESPONDENCE DATA

Fax Number: (303)830-0809
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-830-0600
Email: dsmith@markuswilliams.com
Correspondent Name: Denise Smith
Address Line 1: 1700 Lincoln Street, Suite 4000
Address Line 4: Denver, COLORADO 80203

ATTORNEY DOCKET NUMBER:	10879.015
NAME OF SUBMITTER:	Denise Smith
Signature:	/das/
Date:	05/21/2010

Total Attachments: 5
source=Assignment of Security Interest from GECC to BEI (4-19-10)#page1.tif
source=Assignment of Security Interest from GECC to BEI (4-19-10)#page2.tif
source=Assignment of Security Interest from GECC to BEI (4-19-10)#page3.tif
source=Assignment of Security Interest from GECC to BEI (4-19-10)#page4.tif
source=Assignment of Security Interest from GECC to BEI (4-19-10)#page5.tif

ASSIGNMENT OF SECURITY INTEREST

April 19, 2010

ASSIGNMENT OF SECURITY INTEREST dated as of April 19, 2010, from GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation (“Assignor”), to BEI LENDING LLC, a Colorado limited liability company (“Assignee”).

WHEREAS, Broadcast Electronics, Inc. (“BEI”) and Assignor entered into (i) a Trademark Security Agreement, dated as of February 14, 2006 (the “2006 BEI Trademark Agreement”), which was recorded with the United States Patent and Trademark Office on February 23, 2006, at Reel 3255, Frame 0202 for the purpose of collateral security and (ii) a Trademark Security Agreement, dated as of November 12, 2008 (the “2008 BEI Trademark Agreement”), which was recorded with the United States Patent and Trademark Office on November 12, 2008, at Reel 3886, Frame 0479 for the purpose of collateral security;

WHEREAS, BEI and Assignor also entered into a Patent Security Agreement, dated as of February 14, 2006 (the “2006 BEI Patent Agreement”), which was recorded with the United States Patent and Trademark Office on February 23, 2006, at Reel 017222, Frame 0867 for the purpose of collateral security;

WHEREAS, BE Automation, LLC (“BEA”) and Assignor entered into a Trademark Security Agreement, dated as of July 31, 2006 (the “2006 BEA Trademark Agreement”, and together with the 2006 BEI Trademark Agreement, the 2008 BEI Trademark Agreement and the 2006 BEI Patent Agreement, collectively, the “Security Agreements”, and each, a “Security Agreement”), which was recorded with the United States Patent and Trademark Office on January 19, 2007, at Reel 3463, Frame 0932 for the purpose of collateral security;

WHEREAS, pursuant to the Security Agreements, BEI and BEA pledged and assigned to Assignor, and granted Assignor a security interest with power of sale in, the Trademark Collateral and the Patent Collateral (as those terms are defined in each applicable Security Agreement), including, without limitation, the trademarks listed on Exhibit A hereto, and the patents listed on Exhibit B hereto, to secure the payment and performance of the liabilities and obligations described in the Security Agreements (collectively, the “Liabilities”); and

WHEREAS, Assignor has assigned to Assignee all of its rights, title and interest in and to the Liabilities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and without any recourse to Assignor or any representation, warranty or liability on the part of Assignor whatsoever, Assignor hereby sells, transfers, conveys, assigns and sets over unto Assignee, its successors and assigns (a) all of Assignor’s right, title and interest in and to each Security Agreement and (b) all liens and security interests granted to Assignor under each Security Agreement.

[Signature page follows.]

The parties hereto have executed this Assignment of Security Interest to be effective as of April 19, 2010.

Assignor:

GENERAL ELECTRIC
CAPITAL CORPORATION

By: Kathleen M. Bird
Name: Kathleen M. Bird
Its: Duly Authorized Signatory

Assignee:

BEI LENDING LLC

By: _____
Name: _____
Its: _____

The parties hereto have executed this Assignment of Security Interest to be effective as of April 19, 2010.

Assignor:

GENERAL ELECTRIC
CAPITAL CORPORATION

By: _____
Name: _____
Its: _____

Assignee:

BEI LENDING LLC


By: 
Name: Richard W. Horvath
Its: Authorized Signatory

EXHIBIT A

UNITED STATES TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
AIRBOSS	2,383,764	SEP 05, 2000
AUDIOVAULT	1,783,908	JUL 27, 1993
BE & Design	1,401,982	JUL 22, 1986
BIG PIPE	3,494,359	SEP 02, 2008
BROADCAST ELECTRONICS	2,513,996	DEC 04, 2001
CELLCAST	1,611,115	AUG 28, 1990
MARTI	2,167,395	JUN 23, 1998
PLUG N PLAY	2,657,327	DEC 03, 2002
SONI XTREAM & Design	2,811,222	FEB 03, 2004
TELFAX	1,583,371	FEB 20, 1990
THE RADIO EXPERIENCE	3,179,982	DEC 05, 2006
TRE MESSAGE MANAGER	3,297,847	SEP 25, 2007
VAULT XPRESS & Design	2,566,716	MAY 07, 2002
VAULT ² (Stylized)	2,732,506	JUL 01, 2003
XPi 10	3,031,273	DEC 20, 2005

FOREIGN TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
BROADCAST ELECTRONICS	Australia	835087	05/12/2000

Exh. A-1

4838-9165-517303

TRADEMARK
REEL: 004210 FRAME: 0826

EXHIBIT B

UNITED STATES ISSUED PATENTS

<u>Patent</u>	<u>Patent Number</u>	<u>Issue Date</u>
PHASE TO AMPLITUDE H-BRIDGE SWITCHING CIRCUIT	7,092,269	AUG 15, 2006

Exh. B-1

4838-9165-51733

RECORDED: 05/21/2010

**TRADEMARK
REEL: 004210 FRAME: 0827**