

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM358100

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GENERAL ELECTRIC CAPITAL CORPORATION, AS RETIRING AGENT		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ANTARES CAPITAL LP, AS SUCCESSOR AGENT		
Street Address:	500 West Monroe Street		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 55			
Property Type	Number	Word Mark	
Registration Number:	163306		
Registration Number:	1830270	ROADKILL	
Registration Number:	2096339	STINGER	
Registration Number:	2107772	CLEAR PATH	
Registration Number:	2436057	STINGER	
Registration Number:	2153385	PERIPHERAL	
Registration Number:	2127490	STINGER	
Registration Number:	2005942	SOUND QUEST	
Registration Number:	2560207	THE WALL	
Registration Number:	2144410	AMPERSAND	
Registration Number:	2615071	S	
Registration Number:	2696583	STINGER STREET LIGHTS	
Registration Number:	2578355	BEST KITS AND HARNESSSES	
Registration Number:	3151283	STINGER	
Registration Number:	2977489	YOUR TOTAL BUSINESS SOLUTION	
Registration Number:	2937486	THE "BOOK"	
Registration Number:	2998797	SOUND QUEST	
Registration Number:	2388019	OCEAN ELECTRONICS	

OP \$1390.00 163306

Property Type	Number	Word Mark
Registration Number:	2624074	INSTALLER CHALLENGE
Registration Number:	2393178	LEGENDARY GOLD
Registration Number:	1475721	PHOENIX GOLD
Registration Number:	2298667	PG PHOENIX GOLD
Registration Number:	3138925	RYVAL
Registration Number:	3138926	RYVAL DESIGNS
Registration Number:	3913060	CONNECTING YOU TO YOUR MUSIC
Registration Number:	4004256	PAC
Registration Number:	3411538	PACIFIC ACCESSORY CORPORATION
Registration Number:	3579789	SELECT PRODUCTS
Registration Number:	3303064	SOUND QUEST
Registration Number:	4373327	INTRAPHEX
Serial Number:	76526823	SOUND QUEST
Serial Number:	78720323	STINGER
Serial Number:	78744152	PERIPHERAL
Serial Number:	78759985	IVIDEO
Serial Number:	78760003	AV2CAR
Serial Number:	78760015	MEDIA2CAR
Serial Number:	78760054	CELF
Serial Number:	78760065	MP32CAR
Serial Number:	78763191	HEAR MUSIC IN COLOR
Serial Number:	78767205	INTEGRATE YOUR LIFESTYLE
Serial Number:	78838515	I SIMPLE
Serial Number:	78820326	AUDIO2CAR
Serial Number:	78949940	CONNEX2CAR
Serial Number:	77010199	HDR2CAR
Serial Number:	77017630	TUNES2CAR
Serial Number:	77521197	SELECT PRODUCTS
Serial Number:	78909078	PHOENIX GOLD
Serial Number:	85381418	AI
Serial Number:	85381412	AMERICAN INTERNATIONAL
Serial Number:	85140055	GET CONNECTED
Serial Number:	85069748	ISIMPLE
Serial Number:	85394004	ISIMPLE CONNECT
Serial Number:	85069750	ISIMPLE GET CONNECTED
Serial Number:	85060961	PG PHOENIX GOLD
Serial Number:	85069751	PHOENIX GOLD

CORRESPONDENCE DATA**Fax Number:** 3129939767

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3129932647**Email:** zeynep.gieseke@lw.com**Correspondent Name:** Zeynep Gieseke**Address Line 1:** 330 N. Wabash Avenue, Suite 2800**Address Line 2:** Latham & Watkins LLP**Address Line 4:** CHICAGO, ILLINOIS 60611

ATTORNEY DOCKET NUMBER:	025646-0000
NAME OF SUBMITTER:	Zeynep Gieseke
SIGNATURE:	/zg/
DATE SIGNED:	10/09/2015

Total Attachments: 17

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ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENTS

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS** (this “Assignment”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, AAMP of Florida, Inc., as “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 

Name: STEVEN FLOWERS

Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 

Name: DAVID BRACKETT

Title: Duly Authorized Signatory

EXHIBIT A

Intellectual Property Security Agreement recorded with the United States Patent and Trademark Office on November 20, 2006 at Reel 003432, Frame 0791

Trademark Security Agreement recorded with the United States Patent and Trademark Office on December 13, 2006 at Reel 3452, Frame 0576 (Corrective Assignment)

Trademark Security Agreement recorded with the United States Patent and Trademark Office on December 3, 2008 at Reel 003897, Frame 0502

Trademark Security Agreement recorded with the United States Patent and Trademark Office on September 4, 2009 at Reel 4057, Frame 0027

Trademark Security Agreement recorded with the United States Patent and Trademark Office on September 22, 2011 at Reel 4627, Frame 0656

Trademark Security Agreement recorded with the United States Patent and Trademark Office on September 16, 2013 at Reel 5111, Frame 0931

Intellectual Property Security Agreement recorded with the United States Patent and Trademark Office on November 20, 2006 at Reel 018552, Frame 0181

Patent Security Agreement recorded with the United States Patent and Trademark Office on September 22, 2011 at Reel 026953, Frame 0391

Copyright Security Agreement recorded with the United States Copyright Office on November 20, 2006 in Volume 3544, Document No. 790

Copyright Security Agreement recorded with the United States Copyright Office on December 5, 2008 in Volume 3571, Document No. 341

EXHIBIT B

See attached

Trademark Registrations

1. REGISTERED TRADEMARKS



<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
AAMP of Florida, Inc.	Stinger	Federal TM	9	Renewed	74123778/ 163306
AAMP of Florida, Inc.	Roadkill	Federal TM		Registered	74385196/ 1830270
AAMP of Florida, Inc.	AAMP of America	Florida SM		Renewed	None/ T941299
AAMP of Florida, Inc.	Stinger	Federal TM	7	Registered	74667840/ 2096339
AAMP of Florida, Inc.	Clear Path	Federal TM	9	Registered	75045334/ 2107772
AAMP of Florida, Inc.	Stinger (stylized)	Federal TM	9	Registered	75057862/ 2436057
AAMP of Florida, Inc.	Peripheral	Federal TM	9	Registered	75155650/ 2153385
AAMP of Florida, Inc.	Stinger	Federal TM	27	Registered	75976423/ 2127490
AAMP of Florida, Inc.	Sound Quest (stylized)	Federal TM	9	Renewed	74723780/ 2005942
AAMP of Florida, Inc.	The Wall	Federal TM	12	Registered	76088525/ 2560207
AAMP of Florida, Inc.	Ampersand (stylized)	Federal TM	9	Registered	75233810/ 2144410
AAMP of Florida, Inc.	S & design	Federal TM	9	Registered	76313361/ 2615071
AAMP of Florida, Inc.	Stinger Street Lights	Federal TM	11	Registered	76358485/ 2696583
AAMP of Florida, Inc.	Best Kits and Harnesses	Federal TM	9	Registered	76289707/ 2578355
AAMP of Florida, Inc.	Stinger	Federal TM	9	Registered	76573941/ 3151283
AAMP of Florida, Inc.	Sound Quest	Federal TM	9	Pending	76526823
AAMP of Florida, Inc.	Your Total Business Solutions	Federal TM	35	Registered	76525188/ 2977489
AAMP of Florida, Inc.	The Book	Federal TM	16	Registered	76575056/ 2937486
AAMP of Florida, Inc.	Sound Quest	Federal TM	9	Registered	76578950/ 2998797
AAMP of Florida, Inc.	Stinger	Federal TM	9	Pending	78720323
AAMP of Florida, Inc.	Peripheral	Federal TM	9	Pending	78744152
AAMP of Florida, Inc.	IVideo	Federal TM	9	Pending	78759985

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
Inc.					
AAMP of Florida, Inc.	AV2Car	Federal TM	9	Pending	78760003
AAMP of Florida, Inc.	Media2Car	Federal TM	9	Pending	78760015
AAMP of Florida, Inc.	Celfi	Federal TM	9	Pending	78760054
AAMP of Florida, Inc.	MP32Car	Federal TM	9	Pending	78760065
AAMP of Florida, Inc.	Hear Music in Color	Federal TM	9	Suspended	78763191
AAMP of Florida, Inc.	Integrate Your Lifestyle	Federal TM	9	Pending	78767205
AAMP of Florida, Inc.	Isimple	Federal TM	9	Pending	78838515
AAMP of Florida, Inc.	Audio2Car	Federal TM	9	Pending	78820326
AAMP of Florida, Inc.	Connex2car	Federal TM	9	Pending	78949940
AAMP of Florida, Inc.	Ocean Electronics	Federal TM	9	Registered	75047810/ 2388019
AAMP of Florida, Inc.	HDR2Car	Federal TM		Pending	77010199
AAMP of Florida, Inc.	Tunes2Car	Federal TM		Pending	77017630
AAMP of Florida, Inc.	Sound Quest	Foreign TM (Canada)	1	Registered	078468600/ TMA468925
AAMP of Florida, Inc.	Sound Quest	Foreign TM (Argentina)		Registered	1.730.689
AAMP of Florida, Inc.	Sound Quest (stylized)	Foreign TM (Japan)	9	Registered	H10044655/ 4345693
AAMP of Florida, Inc.	Sound Quest (stylized)	Foreign TM (Germany)	9	Registered	395083788/ 39508378
AAMP of Florida, Inc.	Sound Quest (stylized)	Foreign TM (France)		Registered	94548078/ 94548078
AAMP of Florida, Inc.	Sound Quest	Foreign TM (Chile)		Registered	527.854
AAMP of Florida, Inc.	Stinger	Foreign TM (China)		Registered	3228277
AAMP of America, Inc.	Stinger (stylized)	Foreign TM (Australia)	9	Registered	762076/ 762076
AAMP of Florida, Inc.	Stinger	Foreign TM (Taiwan)		Registered	652573
AAMP of Florida, Inc.	Stinger	Foreign TM (Taiwan)		Registered	646538
AAMP of Florida, Inc.	Stinger	Foreign TM (Taiwan)		Registered	1078180
AAMP of America,	Stinger	Foreign TM	9	Registered	979393/ 979393

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
Inc.		(European Union)			
AAMP of America, Inc.	Stinger (stylized)	Foreign TM (European Union)	9	Registered	827634/ 827634
AAMP of America, Inc.	Stinger	Foreign TM (Germany)	9	Registered	39760161/ 39760161
AAMP of Florida, Inc.	Stinger & Design	Foreign TM (Canada)	1	Registered	120560000/ TMA634216

Trademark Registrations

1. REGISTERED TRADEMARKS

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
AAMP of Florida, Inc.	INSTALLER CHALLENGE and Design 	Federal TM	35	Registered	2,624,074
AAMP of Florida, Inc.	INSTALLER CHALLENGE and Design 	United Kingdom	35	Registered	2393178

2. TRADEMARK APPLICATIONS

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Status</u>	<u>App./Reg. No.</u>
AAMP of Florida, Inc.	SELECT PRODUCTS	Federal TM	Pending	77/521,197

3. IP LICENSES

None.

Trademark Registrations

REGISTERED TRADEMARKS

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
AAMP of Florida, Inc.	Phoenix Gold	Federal TM	9	Registered	1475721
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Federal TM	9	Registered	2298667
AAMP of Florida, Inc.	Phoenix Gold	Federal TM	9	Pending	78/909,078
AAMP of Florida, Inc.	Ryval	Federal TM	9	Registered	3138925
AAMP of Florida, Inc.	Ryval Designs	Federal TM	9	Registered	3138926
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Australia)	9	Registered	645209
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Benelux)	9	Registered	563237
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Canada)	NA	Registered	341728
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (China)	9	Registered	1048297
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (China)	9	Pending	4798497
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (China)	9	Pending (has been rejected)	4798498
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (China)	9	Pending (has been rejected)	4798459
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (European Union)	9	Registered	38810
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Germany)	9	Registered	2071880
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Germany)	9	Registered	1190297
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Hong Kong)	9	Registered	300231768
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Italy)	9	Registered	1049403
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Japan)	9	Registered (expired)	4228727
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Japan)	9	Registered (expired)	4228728
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Korea)	9	Registered	443647
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Madrid covering: Belarus, Bulgaria, China,	9	Registered	913755

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
		Norway and Ukraine)			
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Malaysia)	9	Registered	93002561
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (New Zealand)	9	Registered	242792
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Russia)	9	Pending	2006735364
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Russia)	9	Registered	310615
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Russia)	9	Registered	317668
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Switzerland)	9	Registered	453486
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Taiwan)	9	Registered	01026683
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Taiwan)	9	Registered	01026682
AAMP of Florida, Inc.	Phoenix Gold (stylized)	Foreign TM (Taiwan)	9	Registered	00546053
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (Thailand)	9	Registered	75527
AAMP of Florida, Inc.	Phoenix Gold	Foreign TM (United Kingdom)	9	Registered	1528348
AAMP of Florida, Inc.	Ryval	Foreign TM (Madrid covering Russia)	9	Registered	915167

Trademarks Registrations

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App/Reg. No.</u>
AAMP of Florida, Inc.	CONNECTING YOU TO YOUR MUSIC	Federal TM	9	Registered	77938044 3913060
AAMP of Florida, Inc.	INSTALLER CHALLENGE & DESIGN	Federal SM	35	Registered	76246183 2624074
AAMP of Florida, Inc.	PAC	Federal TM	9	Registered	77740871 4004256
AAMP of Florida, Inc.	PACIFIC ACCESSORY CORPORATION	Federal TM	9	Registered	77241670 3411538
AAMP of Florida, Inc.	SELECT PRODUCTS	Federal SM	35	Registered	77521197 3579789
AAMP of Florida, Inc.	SOUNDQUEST	Federal TM	9	Registered	76526823 3303064

TRADEMARK APPLICATIONS:

AAMP of Florida, Inc.	AI & DESIGN	Federal TM	9	Pending	85381418
AAMP of Florida, Inc.	AMERICAN INTERNATIONAL	Federal TM	9	Pending	85381412
AAMP of Florida, Inc.	GET CONNECTED	Federal TM	9	Pending	85140055
AAMP of Florida, Inc.	ISIMPLE	Federal TM	9	Allowed	85069748
AAMP of Florida, Inc.	ISIMPLE CONNECT	Federal TM	9	Pending	85394004
AAMP of Florida, Inc.	ISIMPLE GET CONNECTED	Federal TM	9	Allowed	85069750
AAMP of Florida, Inc.	PG PHOENIX GOLD & DESIGN (1)	Federal TM	9	Pending	85060961
AAMP of Florida, Inc.	PHOENIX GOLD (STYLIZED)	Federal TM	9	Allowed	85069751

Trademark Registrations

REGISTERED TRADEMARKS

<u>Registered Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App/Reg. No.</u>
AAMP of Florida, Inc.	INTRAPHEX	Federal TM	9	Registered	4,373,327

Patent Registrations

1. REGISTERED PATENTS

<u>Registered Owner</u>	<u>Patent</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No./ Application No.</u>
AAMP of Florida, Inc.	Electrical Fuse Block	6/15/95	Registered	D381010
AAMP of Florida, Inc.	Vehicle Power System with Wire Size Adapter	12/23/05	Pending	11/317,539
AAMP of Florida, Inc.	Vehicle Power System Utilizing Oval Wire	12/23/05	Pending	11/317,699
AAMP of Florida, Inc.	Vehicle Power System with Rotatable Main Assembly	12/23/05	Registered	7,118,400
AAMP of Florida, Inc.	Vehicle Power System with Integrated Graphics Display	12/23/05	Pending	11/317,535

Patent Registrations

<u>Registered Owner</u>	<u>Patent</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No./ Application No.</u>
AAMP of Florida, Inc.	Remote Control Interface for Replacement Vehicle Stereos	5/11/01	Registered	7020280 09/552,981
AAMP of Florida, Inc.	Vehicle Remote Control Interface for Controlling Multiple Electronic Devices	6/14/02	Registered	7684570 10/173,449
AAMP of Florida, Inc.	Remote Control Interface for Replacement Vehicle Stereos	7/13/05	Registered	7613308 11/181,601

Copyright Registrations

1. REGISTERED COPYRIGHTS

<u>Owner</u>	<u>Copyright</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
AAMP of Florida, Inc.	Stinger Connection Catalog	10/06/94	Registered	TX3984623
AAMP of Florida, Inc.	AAMP of America Catalog 1995	10/03/94	Registered	TX3910273

Copyright Registrations

1. REGISTERED COPYRIGHTS

<u>Owner</u>	<u>Copyright</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
AAMP of Florida, Inc.	Select Products Everything for Installer and Installations 2008-2009	09/12/08	Registered	TX6871745
AAMP of Florida, Inc.	Select Products car stereo installation materials and accessories 2003	03/26/03	Registered	TX5826554
AAMP of Florida, Inc.	Select Products automotive audio product specialists: 1999 catalog. By Select Products, Inc.	12/21/01	Registered	TX5871744 Supplemental Registration: TX 5-392-825, 2001
AAMP of Florida, Inc.	Select Products automotive audio product specialists: 1996 catalog. By Select Products, Inc.	12/21/01	Registered	TX5457743 Supplemental Registration: TX 5-392-826, 2001
AAMP of Florida, Inc.	Select Products automotive audio product specialists: 1997 catalog. By Select Products, Inc.	12/21/01	Registered	TX5457742 Supplemental Registration: TX 5-392-968, 2001
AAMP of Florida, Inc.	Select Products automotive audio product specialists: 2000 catalog. By Select Products, Inc.	12/21/01	Registered	TX5457741 Supplemental Registration: TX 5-392-824, 2001
AAMP of Florida, Inc.	Select Products car stereo installation materials and accessories: 2001-2002. By Select Products, Inc.	12/21/01	Registered	TX5457740 Supplemental Registration: TX 5-392-967, 2001
AAMP of Florida, Inc.	Select Products automotive audio product specialists 1997 catalog	10/31/01	Registered	TX 5-392-968
AAMP of Florida, Inc.	Select Products car stereo installation materials and accessories: 2001-2002	10/31/01	Registered	TX 5-392-967
AAMP of Florida, Inc.	Select Products automotive audio product specialists: 1996 automotive audio product catalog [1996 automotive audio product catalog]	11/15/01	Registered	TX 5-392-826
AAMP of Florida, Inc.	Select Products automotive audio product specialists, 1999	11/15/01	Registered	TX 5-392-825
AAMP of Florida, Inc.	Select Products automotive	11/15/01	Registered	TX 5-392-824

	audio product specialists: 2000 catalog [Installation products of the future: 2000]			
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2. IP LICENSES.

None.