

04-14-1999

FORM PTC-150
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101008992

original documents or copy thereof.

Tab settings =>=>=> To the Honorable Commissioner

1. Name of conveying party(ies):
IN STEREO, LLC
 1805 Berlin Turnpike
 Wethersfield, CT 06109

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
 Other Connecticut Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: **CENTURY BUSINESS CREDIT CORPORATION**
 Internal Address: _____
 Street Address: **119 West 40th Street**
 City: **New York** State: **New York** ZIP: **10018**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Amendment: Amend previously recorded Reel 1814
 Frame 0251; to correct Trademark Registration Numbers from
 Schedule A to Assignment.
 Execution Date: **October 19, 1998**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **New York**
 Other _____
 If assignee is not domiciled in the United States, a domestic representative designation is
 attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence
 concerning document should be mailed:
 Name: **Federal Research Corp**
 Internal Address: _____
 Street Address: **400 Seventh St NW**
Suite 101
Washington
 City: _____ State: **DC** ZIP: **2004**

6. Total number of applications and
 registrations involved: 2

7. Total fee (37 CFR 3.41): \$ **40⁰⁰**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (Attach duplicate copy of this page if paying by deposit account)

04/21/1999 DNGUYEN 00000110 75459919
 01 FC:481 40.00 DP

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

Richard Roel **Richard Roel** **4/1/99**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 9

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 1882 FRAME: 0524

EXHIBIT A

| <u>MARK</u> | <u>APPLICATION No.</u> | <u>COUNTRY</u> | <u>FILING DATE</u> | <u>STATUS</u> |
|-------------|------------------------|----------------|------------------------|---------------|
| SOUNDOLOGY | 75/459,919 | USA | 3/31/98 | Pending |

TRADEMARK

REEL: 1882 FRAME: 0525

MRO 10/26/98

11-02-1998



100867094

1. Name of conveying party(ies): IN STEREO, LLC 1805 Berlin Turnpike Wethersfield, CT 06109

2. Name and address of receiving party(ies): Name: Century Business Credit Corporation Internal Address: Street Address: 119 West 40th Street City: New York State: New York ZIP: 10018

3. Nature of conveyance: Security Agreement Execution Date: October 19, 1998

Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s) SEE ATTACHED SCHEDULE A

5. Name and address of party to whom correspondence concerning document should be mailed: RETURN TO: Federal Research Corporation 400 Seventh St, N.W., Suite 101 Washington, DC 20004

6. Total number of applications and registrations involved: 11 7. Total fee (37 CFR 3.41): \$ 290.00

01 FC:481 40.00 OP 02 FC:482 250.00 OP

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. RICHARD ROEL Name of Person Signing Signature Date 10/23/98

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, IN STEREO, LLC, a limited liability company formed under the laws of Connecticut, located at 1805 Berlin Turnpike, Wethersfield, Connecticut 06109 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to CENTURY BUSINESS CREDIT CORPORATION ("Lender") located at 119 West 40th Street, New York, New York 10018, pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

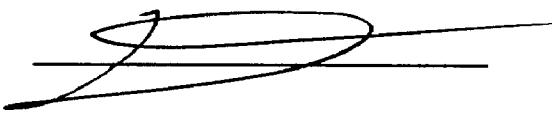
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

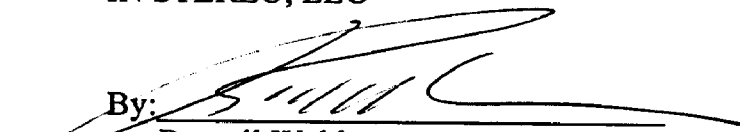
Dated: New York, New York
October 19, 1998

Witness:

IN STEREO, LLC



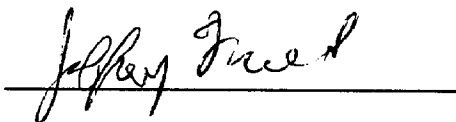
By:




Russell Weldon
General Manager

Witness:

CENTURY BUSINESS CREDIT CORPORATION



By:



Allen H. Vogel
Senior Vice-President

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 12, 1998 by and between IN STEREO, LLC and CENTURY BUSINESS CREDIT CORPORATION.

| <u>Registration or Mark</u> | <u>Reg. No. or Application No.</u> | <u>Country</u> | <u>Filing Date</u> | <u>Status</u> |
|---|--|------------------|------------------------|--------------------------|
| BOOMER M CLOUD | 2,098,184 | U.S.A. | 12/18/95 | Registered |
| RIGHT BETWEEN THE EARS IN STEREO | 2,100,289 2,109,766 | U.S.A. U.S.A. | 3/29/96 2/21/96 | Registered Registered |
| BOOMER M CLOUD and Design | 2,111,262 | U.S.A. | 2/21/96 | Registered |
| BOOMER M CLOUD SEAL OF APPROVAL and Design | 2,124,372 | U.S.A. | 6/11/96 | Registered |
| FUSION | 2,155,330 | U.S.A. | 2/21/96 | Registered |
| SOUNDOLOGY | 75/453,919 | U.S.A. | 3/31/98 | Under Review |
| LISTENER'S WANTED | 75/496,196 | U.S.A. | 6/4/98 | Under Review |
| BOOMER'S EXPRESS | 75/495,808 | U.S.A. | 6/4/98 | Under Review |
| ORIGINAL ALARM COMPANY | 75/495,809 | U.S.A. | 6/4/98 | Under Review |
| CONTROL PRO | 75/495,939 | U.S.A. | 6/4/98 | Under Review |

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 19th day of October, 1998, before me personally came Russell Weldon to me known, who, being by me duly sworn, did depose and say that he is the General Manager of In Stereo, LLC, the limited liability company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said limited liability company.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 19th day of October, 1998, before me personally came Allen H. Vogel, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000