

07-20-2000

FORM PTO-1595
1-31-92



6-21-00

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and T

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nts or copy thereof.

1. Name of conveying party(ies):
Banc of America Commercial Finance Corp. (f/k/a NationsCredit Commercial Corp.)
Additional name(s) of conveying party(ies) attached: Yes No

2. Name and address of receiving party (ies)
Name: Top Source Automotive, Inc. and Top Source Technologies, Inc.
Internal Address: _____

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Collateral
Execution Date: September 30, 1999

Street Address: 7108 Fairway Drive
City: Palm Beach Gardens State: Florida Zip: 33418
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s) _____ B. Patent No.(s)
5,527,587 5,094,316
5,606,623 5,646,381
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian T. Ster
Internal Address: ICE MILLER DONADIO & RYAN
Street Address: One American Square, Box 82001
City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and patents involved: 4
7. Total fee (37 CFR 3.41): \$ 160.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 09-0007
(Attach duplicate copy of this page if paying by deposit account)

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.
Brian T. Ster Brian T. Ster 6/14/00
Name of Person Signing Signature Date
Total number of pages including cover sheet: 9

OMB No. 0651-0011 (exp 4/94)
Do not detach this portion
Mail documents to be recorded with required cover sheet information to:
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

RELEASE OF COLLATERAL

Whereas, TOP SOURCE AUTOMOTIVE, INC., a Florida Corporation ("TSA") executed and delivered to BANC OF AMERICA COMMERCIAL FINANCE CORPORATION, formerly known as NATIONS CREDIT COMMERCIAL CORPORATION (the "Lender") a Loan and Security Agreement and a Patent, Trademark and License Agreement, each dated July 1, 1997; and

Whereas, TOP SOURCE INSTRUMENTS, INC., a Georgia corporation ("TSI") delivered to the Lender a Loan and Security Agreement and a Patent, Trademark and License Mortgage each dated July 1, 1997 (collectively, TSA and TSI are herein collectively referred to as the "Borrowers"); and

Whereas TSA also executed and delivered to the Lender a Guaranty of the obligations of TSI, dated July 1, 1997; and

Whereas TSI also executed and delivered to the Lender a Guaranty of the obligations of TSA dated July 1, 1997; and

Whereas, TOP SOURCE TECHNOLOGIES, INC., a Delaware corporation ("TST") delivered to the Lender a Guaranty secured by a Security Agreement and Patent, Trademark and License Mortgage, each dated July 1, 1997; and

Whereas, ARCS Safety Seat, Inc., a Florida corporation ("ARCS") delivered to the Lender a Guaranty secured by a Security Agreement, each dated July 1, 1997; and

Whereas, TOP SOURCE OIL ANALYSIS, INC., a Georgia corporation ("TSO") delivered to the Lender a Guaranty secured by a Security Agreement dated July 1, 1997 (collectively, TST, ARCS, TSO are, together with TSA and TSI in connection with the delivery of Guaranties to the Lender, herein collectively referred to as the "Guarantors"); and

Whereas the obligations of the Borrowers and the Guarantors have fulfilled their obligations to the satisfaction of the Lender,

Except for Borrowers' obligations to reimburse Lender for bounced checks and other charges as more fully set forth in that certain letter made by Lender of even date herewith and addressed to Borrowers and Onkyo America, Inc., Lender hereby releases the Borrowers and Guarantors of any and all claims of the Lender, including claims in any and all Collateral pledged by the Borrowers and/or the Guarantors to the Lender, specifically including in the Collateral, all letters patent of the United States or any other country and all reissues and extensions thereof pledged by the Borrowers or the Guarantors, including, without limitation, the U.S. patents listed in the attached Schedule A. Borrowers and Guarantors hereby release Lender and its directors, officers, employees, attorneys and agents and any other party affiliated with or representing Lender from any and all liability arising from acts or omissions under or pursuant to each of the Borrower's Loan and Security Agreements with Lender and all other documents and agreements executed in connection therewith.

The Lender further agrees to execute any and all documents deemed by the Borrowers and/or Guarantors to be reasonably necessary or appropriate to effectuate the terms of this Release.

Dated: September 30, 1999

Attest:

**Banc of America Commercial Finance Corporation,
formerly known as NationsCredit Commercial
Corporation ("Lender")**

By: Richard A. Simone
Its: Senior Vice President

By: [Signature]
Name: ROBERT P. HANDLER

Title: VICE PRESIDENT

Address: 222 N. LaSalle
Chicago, IL 60601

Attest:

Top Source Automotive, Inc.

By: _____
Its: _____

By: [Signature]
Name: David Natan

Title: Vice President & Chief Financial Officer

Address: 7108 Fairway Drive
Palm Beach Gardens, Fla 33418

Attest:

Top Source Instruments, Inc.

By: _____
Its: _____

By: [Signature]
Name: David Natan

Title: Vice President & Chief Financial Officer

Address: 7108 Fairway Drive
Palm Beach Gardens, Fla 33418

Attest:

Top Source Technologies, Inc.

By: _____

By: David Natan

Its: _____

Name: David Natan

Title: Vice President & CEO

Address: 7108 Fairway Drive
Palm Beach Gardens, Fla
33418

Attest:

Top Source Oil Analysis, Inc.

By: _____

By: David Natan

Its: _____

Name: David Natan

Title: Vice President & Chief Financial Officer

Address: 7108 Fairway Drive
Palm Beach Gardens, Fla
33418

SCHEDULE A

Assignment from Nations Credit to TST	5,527,587	Trim & Piece Method for Making Same
Assignment from Nations Credit To TST	5,094,316	Overhead Speaker System for Loud Speaker Cabinet XJ System
Assignment from Nations Credit to TST	5,606,623	Overhead Vehicle Loudspeaker Cabinet XJ System
Assignment from NationsCredit to TSA	5,646,381	Mounted Sound Horns

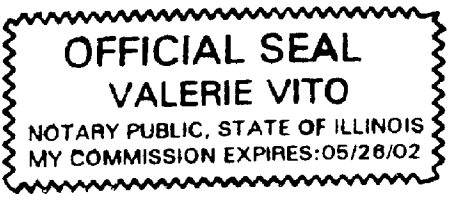
NOTARY

STATE OF ILLINOIS)
)ss:
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 29th day of September, 1999 by Robert P. Handler, the Vice President of Banc of America Commercial Finance Corp., f/k/a NationsCredit Commercial Corp., a Delaware corporation, on behalf of the corporation.

Valerie Vito Notary Public

Cook County,
State of Illinois
My Commission Expires: 5/26/02



NOTARY

STATE OF INDIANA)
)ss:
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 30th day of September 1999 by DAVID NATAN the VP & CFO of TOP SOURCE AUTOMOTIVE, INC., a FLORIDA corporation, on behalf of the corporation.

Brenda J Mabe
BRENDA J. MABE Notary Public
MARION County,
State of INDIANA
My Commission Expires: 6/19/2008

NOTARY

STATE OF INDIANA)
)ss:
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 30th day of September 1999 by DAVID NATAN the VP & CFO of TOP SOURCE INSTRUMENTS, INC, a GEORGIA corporation, on behalf of the corporation.

Brenda J Mabe
BRENDA J. MABE Notary Public
MARION County,
State of INDIANA
My Commission Expires: 6/19/2008

NOTARY

STATE OF INDIANA)
)ss:
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 30th day of September,
1999 by DAVID NATAN the VP & CFO of
TOP SOURCE TECHNOLOGIES, INC, a
DELAWARE corporation, on behalf of the corporation.

Brenda J. Mabe
BRENDA J. MABE Notary Public
MARION County,
State of INDIANA
My Commission Expires: 6/19/2008

NOTARY

STATE OF INDIANA)
)ss:
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 30th day of September,
1999 by DAVID NATAN the VP & CFO of
TOP SOURCE OIL ANALYSES, INC., a
FLORIDA corporation, on behalf of the corporation.

Brenda J. Mabe
BRENDA J. MABE Notary Public
MARION County,
State of INDIANA
My Commission Expires: 6/19/2008