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05-08-2002



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FORM PTO-152 1-31-92 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

DOCKET NO.: 87321.1001

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereto.

<p>1. Name of conveying party(ies): Dukane Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Edwards Systems Technology, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>90 Fieldstone Ct.</u></p> <p>City: <u>Cheshire</u> State/Country: <u>CT</u> ZIP: <u>06410</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 15, 2002</u></p>	

4. Application number(s) or patent number(s):

If the 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). 4,651,112

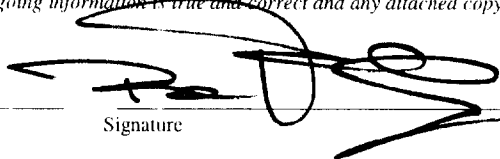
Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed Name: <u>BAKER & HOSTETLER LLP</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>Washington Square, Suite 1100,</u> <u>1050 Connecticut Avenue, N.W.</u></p> <p>City: <u>Washington</u> State: <u>DC</u> ZIP: <u>20036</u></p>	<p>6. Total number of applications and patents involved: _____</p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-2036</u></p>
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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.

Dennis P. Cawley, Registration No. 44,598
Name and Registration No. of Person Signing

 Signature

5/1/2002 Date

Total number of pages 5

CMB No. 0851-0011 (exp. 4/94)

05/07/2002 TBIAZ1 00000188 4651112

01 FC:581

40.00 DP

PATENT REEL: 012852 FRAME: 0536

INTELLECTUAL PROPERTY TRANSFER AGREEMENT

This Agreement is made as of this 15th day of March 2002, by and among Edwards Systems Technology, Inc., a Connecticut corporation ("Edwards") and Dukane Corporation, a Delaware corporation ("Dukane").

For good and valuable consideration, receipt of which is hereby acknowledged, and pursuant to the agreements and obligations of Dukane under the Asset Purchase Agreement by and among Edwards, SPX Canada, Inc, and Dukane (the "Purchase Agreement"), subject to Dukane's rights under the terms of the License Agreement and the IP License, Dukane hereby assigns, conveys and transfers to Edwards all of the Intellectual Property, as defined in the Purchase Agreement, that is among the Assets conveyed to Edwards under the Purchase Agreement. As provided in the Purchase Agreement, subject to Dukane's rights under the terms of the License Agreement and the IP License, such Intellectual Property includes, but is not limited to: (a) the Trademarks and Patents (including, without limitation, the applications therefor) listed in Attachment A hereto; (b) the right to sue at law, or in equity, for any infringement or other impairment of the Intellectual Property, including the right to collect damages, including, without limitation, past damages, and proceeds therefrom; and (c) the goodwill pertaining to the Trademarks, including, but not limited to, "Dukane."

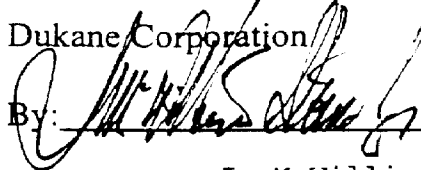
All capitalized terms not defined herein shall have the meanings given to such terms in the Purchase Agreement.

Nothing contained herein shall be deemed to alter, modify, expand or diminish the terms and provisions of the Purchase Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Transfer Agreement to be duly executed as of this 15th day of March 2002.

Dukane Corporation

By:  _____

Print Name: J. McWilliams Stone, Jr.

Title: Chairman of the Board

Edwards Systems Technology, Inc.

By: _____

Print Name: _____

Title: _____

2

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Transfer Agreement to be duly executed as of this 15th day of March 2002.

Dukane Corporation

By: _____

Print Name: _____

Title: _____

Edwards Systems Technology, Inc.

By: *Julian B. ...*

Print Name: Julian B. ...

Title: PRESIDENT

Attachment A

Patents & Trademarks

Attachment A

List of Trademarks

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>COUNTRY</u>	<u>EXPIRATION</u>
009,362 STARCARE			Pending
1,001,989 D LOGO	APP. NO. 011,413	USA	1/21/2005
1,007,816 DUKANE	APP. NO. 015,604	USA	4/1/2005
1,015,678 DUKANE	APP. NO. 011,412	USA	7/15/2005
1,393,079 DUKANE	APP. NO. 25,289	JAPAN	1/28/2009
1,600,492 PROCARE4000 US	APP. NO. 812,626	USA	Lapsed
1,633,125 DUKANE	APP. NO. 109,615	FRANCE	12/10/2010
1,691,242 PROCARE 2000	APP. NO. 090,540	USA	6/9/2002
1,700,970 DUKANE	APP. NO. 548/81	JAPAN	7/25/2004
1,709,563 DUKANE	APP. NO. 549/81	JAPAN	8/24/2004
1,840,133 SMARTSYSTEM	APP. NO. 343,949	USA	6/14/2004
1,904,939 ALLIANCE	APP. NO. 473,500	USA	7/11/2005
2,099,284 PROCARE 4000 PLUS		USA	9/23/2007
2,011,667 DUKANE	APP. NO. 705009	USA	10/29/2006
2,063,933 STARCALL	APP. NO. 707,389	USA	5/20/2007
2,065,141 PROCARE 6000	APP. NO. 127,750	USA	5/27/2007
219,135 DUKANE	APP. NO. 391,713	CANADA	2/25/2007
220,789 D LOGO	APP. NO. 391,953	CANADA	5/27/2007
338,873 DUKANE	APP. NO. 613,089	BELGIUM	3/25/2006
390,471 PROCARE 4000	APP. NO. 648,338	CANADA	11/22/2006
393,330F DUKANE		VENEZUELA	2/10/2006
47,357 DUKANE	APP. NO. 69,333	IRAN	6/5/2007
513,001 DUKANE IN CHINA (2,001,039,229)		CHINA	Pending
706,938 DUKANE	APP. NO. D6624/22BWZ	GERMANY	9/30/2005
779,628 RESICARE		USA	Published
822,380 DUKANE	APP. NO. 822,380	UNITED KINGDOM	6/27/2006
986,355 D LOGO	APP. NO. 430,919	USA	6/18/2004
996,312 DUKANE	APP. NO. 422,643	USA	10/22/2004
A167,588 DUKANE	APP. NO. 167,588	AUSTRALIA	7/3/2006
	APP. NO. 659,164 DUKANE	ITALY	1/22/2003

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>STATUS</u>
U.S. Patent #1,593,276 July 20, 1926	Radio Direction Finder	EXPIRED
U.S. Patent #1,613,333 January 4, 1927	Loop Aerials	EXPIRED
U.S. Patent #1,819,721 August 18, 1931	Sound reproducing devices	EXPIRED
U.S. Patent #1,855,836 April 26, 1932	Sound producing device	EXPIRED
U.S. Patent #1,855,837 November 1, 1929	Sound emitting device	EXPIRED
U.S. Patent #1,995,080 March 19, 1935	Loud speakers	EXPIRED
U.S. Patent #2,010,352 August 6, 1935	Speaker Cone	EXPIRED
U.S. Patent #2,093,494 September 21, 1937	Selective tuning mechanism for radio receivers	EXPIRED
U.S. Patent #2,260,063 October 21, 1941	Loud speakers	EXPIRED
U.S. Patent #2,296,489 September 22, 1942	Phonograph	EXPIRED
U.S. Patent #2,386,964 October 16, 1945	Loudspeaker	EXPIRED
U.S. Patent #2,423,037 June 24, 1947	Electrodynamic loud-speaker	EXPIRED
U.S. Patent #2,433,250 December 23, 1947	Loud-speakers (Loudspeakers, air filters and pressure neutralizer)	EXPIRED
U.S. Patent #2,454,618 November 23, 1948	Protective circuits for electronic equipment	EXPIRED
U.S. Patent #2,455,471 December 7, 1948	Electrical apparatus for loud speaker systems	EXPIRED
U.S. Patent #2,496,589 February 7, 1950	Tweeter-woofer type inverted speaker	EXPIRED
U.S. Patent #2,500,063 March 7, 1950	Electric Siren	EXPIRED
U.S. Patent #2,500,141 March 7, 1950	Intercommunication systems	EXPIRED
U.S. Patent #2,551,447 May 20, 1948	Thimble pot loudspeakers	EXPIRED
U.S. Patent #3,142,725 July 28, 1964	Intercommunication system	EXPIRED
U.S. Patent #3,202,760 August 24, 1965	Intercommunication system	EXPIRED
U.S. Patent #3,437,767 April 8, 1969	Program System	EXPIRED
U.S. Patent #3,498,049 March 3, 1970	Remote Clock System	EXPIRED
U.S. Patent #3,563,025 February 16, 1971	Clock mechanism	EXPIRED
U.S. Patent #3,796,839 March 12, 1974	Loud speaker system	EXPIRED
U.S. Patent #3,855,415 December 17, 1974	Communication sound system continuously monitored	EXPIRED
U.S. Patent #3,985,957 October 12, 1976	Sound masking system for open plan office	EXPIRED
U.S. Patent #4,064,462 December 20, 1977	Acoustic feedback peak elimination unit	EXPIRED
U.S. Patent #4,651,112 March 17, 1987	Audio amplifier system	EXPIRES 2/3/06