

## ATTORNEY DOCKET NO: 20021-001

RECORDATION FORM COVER SHEET  
PATENTS ONLYU.S. DEPARTMENT OF COMMERCE  
PATENT AND TRADEMARK OFFICE

TO THE HONORABLE DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.

## 1. Name of conveying parties:

Bodycom, Inc.

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

## 2. Name and address of receiving party:

Name: BSQUARE Corporation

Street Address: 3150 139<sup>th</sup> Avenue SE

City: Bellevue

State: WA 98005

Country: U.S.A.

Additional name(s) of receiving party(ies) attached?

☐ Yes ☒ No

## 3. Nature of Conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name

☒ Other UCC-1 Financing Statement with Notice of Default, Acceleration and Demand for Possession and Notice of Intent to Retain Collateral in Full Satisfaction

Execution Date: July 27, 2001

## 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) -

Title: Personal Digital Assistant With Wireless Telephone

Title: Personal Digital Assistant With Wireless Telephone

## B. Patent No.(s)

6,434,403

D463,424

Additional numbers attached? ☐ Yes ☒ No

## 5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Greg J. Michelson

Internal Address: MACPHERSON, KWOK CHEN &amp; HEID LLP

Street Address: 1762 Technology Drive, Suite 226

City San Jose State CA Zip 95110

## 6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41): \$80.00

☒ Authorized to be charged to Deposit Account 50-2257.

☒ Charge Deposit Account 50-2257 for any additional fees required for this conveyance and credit deposit account 50-2257 any amounts overpaid

DO NOT USE THIS SPACE

## 8. 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.

Greg J. Michelson 44,940  
 Name of Person Signing

*Greg J. Michelson*  
 Signature

June 3, 2004  
 Date

Total number of pages including cover sheet: 6

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REEL: 014683 FRAME: 0599

CH \$80.00 502257 6434403

DPJUN. 3. 2004 2:33PM  
MAY. 28. 2004 2:38PM

MACPHERSON KWOK CHEN 3/9 RightFAX  
MACPHERSON KWOK CHEN

NO. 337 P. 3  
NO. 263 P. 2


05/28/2004 ATTORNEY DOCKET NO. 1000001-001

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RECORDATION FORM COVER SHEET  
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE  
PATENT AND TRADEMARK OFFICE

TO THE HONORABLE DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.

<b>1. Name of conveying parties:</b>  <b>Bodycom, Inc.</b>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party:</b>  Name: <b>BSQUARE Corporation</b> Street Address: <b>3150 139<sup>th</sup> Avenue SE</b> City: <b>Bellevue</b> State: <b>WA 98005</b> Country: <b>U.S.A.</b> Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>3. Nature of Conveyance:</b>  <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <b>UCC-1 Financing Statement with Notice of Default, Acceleration and Demand for Possession and Notice of Intent to Retain Collateral in Full Satisfaction</b>  Execution Date: <b>July 27, 2001, August 2, 2002, August 6, 2002</b>			
<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the application is: _____			
<b>A. Patent Application No.(s) -</b>  Title: <b>Personal Digital Assistant With Wireless Telephone</b>  Title: <b>Personal Digital Assistant With Wireless Telephone</b>		<b>B. Patent No.(s)</b>  <b>6,434,403</b>  <b>D463,424</b>	
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Name: <b>Greg J. Michelson</b>  Internal Address: <b>MACPHERSON KWOK CHEN &amp; HEID LLP</b>  Street Address: <b>1762 Technology Drive, Suite 226</b>  City <b>San Jose</b> State <b>CA</b> Zip <b>95110</b>		<b>6. Total number of applications and patents involved:</b> <b>2</b>  <b>7. Total fee (37 CFR 3.41):</b> <b>\$80.00</b>  <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account 50-2257. <input checked="" type="checkbox"/> Charge Deposit Account 50-2257 for any additional fees required for this conveyance and credit deposit account 50-2257 any amounts overpaid	
DO NOT USE THIS SPACE			
<b>8. Statement and signature.</b>  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.  <b>Greg J. Michelson</b> <b>44,940</b>  <b>May 28, 2004</b> Name of Person Signing Signature Date  Total number of pages comprising cover sheet: <b>6</b>			

CIH \$00.00 602257 6434403

FOR YOUR INFORMATION: THE FOLLOWING INFORMATION IS FOR YOUR INFORMATION ONLY. IT IS NOT TO BE USED FOR ANY OTHER PURPOSE.

STATE OF DELAWARE  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
FILED 06/19 PM 07/27/2008  
10700N E - DOVER DE  
TEL: 302-674-57

7/27/01  
1074843 C

1. REPORTING PARTY NAME AND ADDRESS M. ORGANIZATION 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
2. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
3. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
4. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
5. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
6. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
7. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
8. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
9. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	
10. REPORTING PARTY NAME AND ADDRESS M. Organization 3540 Coast Highway, Inc. P.O. Box 1000, San Francisco, Calif.		REPORT NAME M. Organization		ADDRESS RANGE STATE CITY		COUNTRY U.S.A.	

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FD-302a (Rev. 11-27-80)

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**NOTICE OF DEFAULT, ACCELERATION  
AND DEMAND FOR POSSESSION**

August 2, 2002

TO: BodyCom Technologies, Inc.  
325 Lytton Avenue  
Palo Alto, California 94301

Gentlemen:

We refer to the Promissory Note and Security Agreement dated June 2001 from Bodycom, Inc., ("Debtor") to BSQUARE, and the other related loan and security documents (the "Loan Agreements") thereafter assigned to Citadel Farmers, Inc. ("Secured Party").

We hereby inform you that Debtor is default of its obligations to Secured Party, including the failure to pay sums when due and other defaults. Debtor must evidence its intent to cure such defaults immediately.

Secured Party hereby accelerates as of this date all liabilities and obligations under and as defined in the Loan Agreements, and hereby demands immediate payment in full of \$1,450,000.00, which is the approximate balance owing as of the date of this notice, including interest accrued. In addition, Secured Party hereby accelerates and demands payment in full of all charges and interest, including any reasonable attorneys' and professional fees and expenses heretofore or hereafter incurred in preserving, operating, using, or realizing upon the Collateral or collecting the liabilities. Interest will continue to accrue and fees and expenses will hereafter be incurred for which Debtor shall be liable and which shall be secured by the Collateral under the Loan Agreements.

Secured Party hereby requests that Debtor assemble all of the tangible goods Collateral identified in this UCC-1 Financing Statement, wherever located and make arrangements with the undersigned for delivery of all Collateral available for possession by Secured Party for the purpose of collecting and disposing of the Collateral in enforcement of its security interest. Secured Party also requests that all books and records and evidence of intangible Collateral be hereafter tendered to the undersigned for the purpose of Secured Party collecting and enforcing its security interest in the accounts, chattel paper, and other intangible collateral.

**PAHL & GOSSELIN**  
A Professional Law Corporation

Debtor may redeem the Collateral at any time prior to the Secured Party's sale, lease, collection, or other disposition of the Collateral by tendering full payment in cash or cashier's check of all obligations, Secured Party's expenses, and reasonable attorneys' fees, as described above.

**PAHL & GOSSELIN**  
A Professional Corporation

  
Catherine Schlomann Robertson

2911/001 - 00005591.WPD.1

PROOF OF SERVICE

State of California

County of Santa Clara

} ss

I am a citizen of the United States and an employee of the County aforesaid. I am over the age of eighteen years and not a party to the within action. My business address is 160 West Santa Clara Street, 14th Floor, San Jose, California 95113-1700. On the date mentioned below, I caused a true copy(ies) of the following document(s) to be served on the parties below using the method(s) checked:

**NOTICE OF DEFAULT, ACCELERATION AND DEMAND FOR POSSESSION**

on the Addressee(s) below named in said action by:

☒ First Class Mail. I am familiar with the regular mail collection and processing practices of the business. The mail will be deposited with the United States Postal Service on the same day following ordinary business practices. I enclosed the above-mentioned document(s) in a sealed envelope with postage thereon fully prepaid in the United States Post Office mail box at San Jose, California.

☐ Express Mail Delivery.

☐ Facsimile at the fax numbers shown after each name below.

☐ By Personal Delivery.

☐ By Federal Express.

Addressee(s):

BodyCom Technologies, Inc.  
325 Lytron Avenue  
Palo Alto, CA 94301

I declare under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct. Executed on August 5, 2002 at San Jose, California.

  
Estrella R. Chavarria

OP JUN. 3. 2004 2:34PM  
MAY. 28. 2004 2:40PM

MACPHERSON KWOK CHENE 8/9  
MACPHERSON KWOK CHEN

Right FAX

NO. 337 P. 8  
NO. 263 P. 7

**NOTICE OF INTENT TO RETAIN COLLATERAL IN FULL SATISFACTION**  
**(CALIFORNIA COMMERCIAL CODE SECTION 9620)**

Date: August 6, 2002  
To: BodyCom Technologies, Inc.  
325 Lytton Avenue  
Palo Alto, CA 94301

Gentlemen:

We refer to the Promissory Note between Bodycom Technologies, Inc., ("Debtor") and BSQUARE Corporation thereafter assigned to Citadel Partners, Inc., and the other related loan and security documents (collectively, the "Loan Agreements"), which have thereafter been assigned to Citadel Partners, Inc. ("Secured Party").

Under the Loan Agreements, Debtor granted Secured Party a security interest in and lien upon certain Collateral, identified on the UCC-1 Financing Statement, attached hereto and incorporated herein as Exhibit A, for the purpose of securing all of Debtor's obligations under the Loan Agreements. By notice dated August 2, 2002, Secured Party notified Debtor of events of default under the Loan Agreements, accelerated all sums due under the Loan Agreements and demanded payment in full from Debtor or possession of the Collateral.

Secured Party is now in possession of the Collateral, which it proposes to retain in full satisfaction of the indebtedness under California Commercial Code §9620. By this notice, Secured Party proposes to retain all Collateral identified in the UCC-1 Financing Statement.

Written notice of this proposed retention is being sent to the Debtor and all other creditors from whom Secured Party has received written notice of a claim of an interest in the Collateral. These persons have until 5:00 p.m. on August 27, 2002 to deliver to Secured Party an objection in writing to the proposed retention of Collateral, which objection must be received by Secured Party no later than 5:00 p.m. on August 27, 2002. In addition, Debtor has certain redemption rights pursuant to California Commercial Code §9623.

On August 28, 2002, if no written objection has been received by Secured Party and no redemption has been made, the Debtor's interest in the Collateral shall be deemed to be strictly foreclosed and no redemption will be permitted. Secured Party will on that date become the sole owner of the Collateral identified in the UCC-1 Financing Statement pursuant to California Commercial Code §9622.

If a written objection to the proposed retention of Collateral is received by Secured Party on or before 5:00 p.m. on August 27, 2002, Secured Party shall thereafter collect and dispose of the Collateral pursuant to the California Commercial Code.

PAHL & GOSSELIN

A Professional Corporation

Catherine Schlemmer Robertson

Attorneys for Citadel Partners, Inc.