

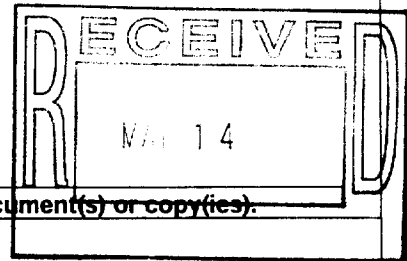
09-27-1999

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



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U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type** 5-14-99

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel # 1804 Frame # 0965

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year

Change of Name

Other Correct incorrectly recorded *Reg. No.* 1,226,648

**Conveying Party**  Mark if additional names of conveying parties attached

Name Bank of America National Trust and Savings Association Execution Date  
Month Day Year 10 13 99

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other Banking

Citizenship/State of Incorporation/Organization

**Receiving Party**  Mark if additional names of receiving parties attached

Name Environmental Systems Products, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 7 Kripes Road

Address (line 2)

Address (line 3) East Granby CT 06026  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

05/19/1999 NTHA11 00000089 1266648

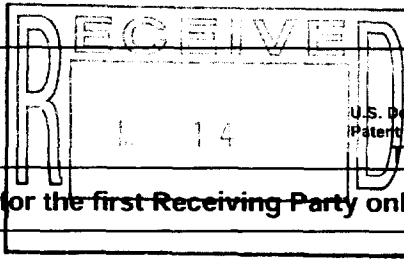
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

REEL: 001935 FRAME: 0272



**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1266648"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Kristine Fyfe

5/14/99

Name of Person Signing

Signature

Date Signed

R 10-29-1998

IEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1 Name of conveying party(ies): 10-22-98  
 Bank of America National Trust and Savings Association

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other Banking Association

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

2 Name and address of receiving party(ies)  
 Name Environmental Systems Products, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 7 Kripes Road  
 City: East Granby State: CT ZIP: 06026

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 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

Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Release

Execution Date: October 13, 1998

Application number(s) or Registration number(s): SEE ATTACHED SCHEDULE

A. Trademark Application No.(s)                      B. Trademark Registration No.(s)

Additional numbers attached?  Yes     No

Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Elaine Ziff, Esq.  
 Internal Address Skadden, Arps, Slate, Meagher & Flom LLP  
 Street Address: 919 Third Avenue  
 City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 290.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.*

Kristine Fyfe    [Signature]    10/20/98  
 Name of Person Signing    Signature    Date

SCHEDULE A

TRADEMARKS

<u>Reg. No</u>	<u>Mark</u>	<u>Reg. Date</u>
1,002,682	AUTOSENSE	01/23/74
1,040,870	AUTOSENSE	06/23/76
1,162,572	AUTOSENSE	07/28/81
<del>1,226,648</del>	MEMORY BAR	02/07/84
1,297,424	CVIS	09/25/84

1,226,648  
1266648

## PENDING U.S. TRADEMARK APPLICATIONS

<u>Serial No</u>	<u>Mark</u>	<u>Filing Date</u>
183,631	SPRAYSTATION	10/18/96
183,630	THE NEW AGE IN SPRAY BOOTH TECHNOLOGY	10/18/96
290,162	HIGHER ROADS TO AUTO EMISSIONS TESTING	05/12/97
290,161	FASTTEST	05/12/97
290,160	SYSTEM ONE THE ONLY SOLUTION IN EMISSIONS TESTING YOU CAN COUNT ON	05/12/97
290,174	SYSTEM ONE	05/12/97

10/13/98 TUE 15:46 FAX 415 438 3424 (FR1)10.9'98 19:17 ST.19:14 NO.4561384888 3 13

FROM WFO LLP NY FAX DEPT

**RELEASE**

This Release granted on this 3th day of October, 1998, by BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION as Collateral Agent ("Collateral Agent") to ENVIRONMENTAL SYSTEMS PRODUCTS, INC., a Delaware Corporation, ("Grantor") as follows:

**WITNESSETH**

WHEREAS, the Grantor has heretofore granted to the Collateral Agent a Security Interest in certain U.S. Trademarks, Trademark Registrations and Trademark Applications (the "Marks") more particularly set forth on Schedule A attached hereto to secure the Obligations of the Grantor as defined in the Security Agreement between the parties dated as of April 29, 1998; and

WHEREAS, the Collateral Agent wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Collateral Agent hereby releases (without recourse and without any representation or warranty) unto the Grantor any and all right, title and interest in and to the Marks, and more particularly the security interest in the Trademarks, Trademark Registrations and Trademark Applications set forth on Schedule A hereto granted to Collateral Agent by the

Grantor by Security Agreement which grant was duly recorded on May 18, 1998 by way of a Grant of Security Interest in United States Trademarks at Trademark Reel 1728, Frame 0214 in the United States Patent and Trademark Office.

Except as defined herein, capitalized terms used herein and defined in the Security Agreement among the Grantor, the other grantors from time to time party thereto and the Collateral Agent, dated as of April 29, 1998 (as amended from time to time, the "Security Agreement").

(FRI) 10 9 98 19:16/ST. 19:14/NO. 4861384888 9

FROM W&C LLP NY FAX DEPT

TRADEMARK  
REEL: 001935 FRAME: 0278

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,  
has caused this instrument to be executed under seal on the date first written above.

DATED: October 13, 1998

**BANK OF AMERICA NATIONAL TRUST  
AND SAVINGS ASSOCIATION, as  
Collateral Agent**

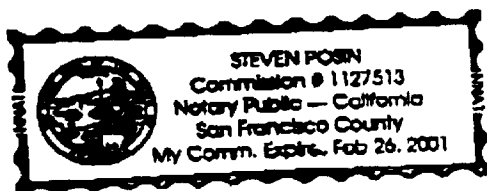
By: 

Name: Charles D. Graber  
Title: Vice President



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

On this 13<sup>th</sup> day of October, 1998, before me personally came Charles D. Graber who, being by me duly sworn, did state as follows: that [s]he is Vice President of Bank of America National Trust and Savings Association, that [s]he is authorized to execute the foregoing Release of Security Interest on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Steven Posin  
Notary Public

(FR1)10.9'98 19.16/ST.19:14/NO.4561384892.F 11

FROM W&C LLP NY FAX DEPT