

2/28/00

FORM PTO-1584  
1-31-92

04-03-2000



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

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attached original documents or copy thereof.

To the Honorable Commissioner of I

1. Name of conveying party(ies):  
Acoustics Development Corporation

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

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

2. Name and address of receiving party(ies):  
Name: Citicorp USA, Inc.  
Internal Address: 25th Floor, Zone 5  
Street Address: Citicorp Center  
153 East 53rd Street  
City: New York State: NY ZIP: 10043

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

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: February 4, 2000

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark registration No.(s)  
 See Schedule attached hereto.

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Annabelle V. Irey, Esq.  
 Internal Address: Phillips, Lytle, Hitchcock,  
 Blaine & Huber LLP  
 Street Address: 3400 HSBC Center  
 City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 265.00  
 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

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01 FC:481  
02 FC:482

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.

Annabelle V. Irey                              Annabelle V. Irey                              February 22, 2000  
 Name of Person Signing                              Signature                              Date

Total number of pages comprising cover sheet: 2

## Schedule

### To Notice of Security Interest in Trademarks and Service Marks

<u>U.S. TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
AMBASSADOR	No. 1,282,498	06/19/84
CAROUSEL	No. 1,267,972	02/21/84
A and Design	No. 1,134,658	05/06/80
UP FRONT	No. 908,591	02/23/71
PRO-TEC-TEL	No. 891,953	06/02/70
SECURI-TEL	No. 831,034	06/27/67
GEECO	No. 763,018	01/14/64
ACOUSTI-CALL	No. 738,642	10/06/62
A ADCO and DESIGN	No. 738,641	10/02/62
HEAR-HERE	No. 500,502	06/01/48

VLGoe /SPAg  
BFLO Doc # 968884.2

**NOTICE OF SECURITY INTEREST IN TRADEMARKS  
AND SERVICE MARKS**

Notice is hereby given that **ACOUSTICS DEVELOPMENT CORPORATION**, also known as **ACCOUSTICS DEVELOPMENT CORPORATION**, a Delaware corporation, with its principal place of business located at 3800 South 48th Terrace, St. Joseph, Missouri 64503 ("Debtor") has granted a security interest to **CITICORP USA, INC.**, a Delaware corporation with a place of business at Citicorp Center, 153 East 53rd Street, 25th Floor, Zone 5, New York, New York 10043 ("Lender"), in and to all of the trademarks listed on the Schedule attached hereto and the applications, registrations and goodwill associated therewith, pursuant to a general security agreement between Debtor and Lender dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: February 4, 2000

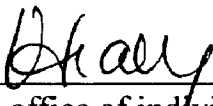
**ACOUSTICS DEVELOPMENT CORPORATION**

By:   
Name: **J. Lawrence Porter**  
Title: **Vice President**

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

On the 4<sup>th</sup> day of February in the year 2000, before me, the undersigned, a notary public in and for said state, personally appeared J. Lawrence Porter, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

**VICTORIA L. GRADY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 1/3/00

  
(Signature and office of individual taking acknowledgment)

**Schedule**

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