



100856441

To the Honorable Commissioner of Patents and

thereof.

10-14-98

1. Name of conveying party(ies):

MEMOREX TELEX CORPORATION  
6422 East 41st Street  
Tulsa, Oklahoma 74101

2. Name and address of receiving party(ies):

TELEX COMMUNICATIONS, INC.  
9600 Aldrich Avenue South  
Minneapolis, Minnesota 55420

Individual(s)  
 General Partnership  
 Corporation  
(State of Delaware)

Association  
 Limited Partnership  
 Other

Individual(s)  
 General Partnership  
 Corporation  
(State of Delaware)

Association  
 Limited Partnership  
 Other

If assignee is not described in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignments)

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

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

3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other Private Sale Under Sections 363(b) and (f) of the Bankruptcy Code

Execution Date: August 4, 1998

4. Application Nos. or Registration Nos.

A. Trademark Application No.(s) N/A  
Additional Numbers Attached?  Yes  No

B. Trademark Registration No.(s) 517,386; 578,917; 901,195; 902,922; 905,501; 908,989; 913,521;  
1,540,183; 902,276  
Additional Numbers Attached?  Yes  No

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

Rachel Blue  
HEAD, JOHNSON & KACHIGIAN  
228 West 17th Place  
Tulsa, Oklahoma 74119

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41): \$240.00

Enclosed  
 Authorized to be charged to deposit account  
 Any fees, charges or credits necessary during the prosecution of this application may be charged to the deposit account of the undersigned, No. 08-1500, unless otherwise notified.

8. Deposit account number: 08-1500

(Attached duplicate copy of this page if paying by deposit account)

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.

10/19/1998 SBURMS 00000093 517386

01 FC:481 40.00 DP  
02 FC:482 200.00 DP

Rachel Blue  
Name of Person Signing

October 8, 1998  
Date

**BILL OF SALE**

This Bill of Sale is made as of the 15<sup>th</sup> day of August, 1998 in connection with the sale of certain assets of Memorex Telex Corporation ("Seller"), a Delaware corporation, as debtor and debtor in possession to Telex Communications, Inc., a Delaware corporation ("Purchaser").

For \$100,000 cash and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller and Purchaser agree as follows:

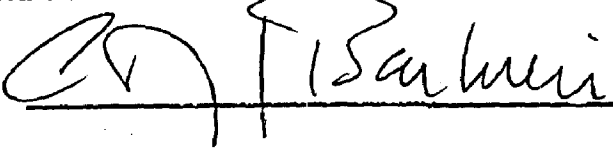
1. Seller hereby sells, assigns, transfers, conveys and delivers to Purchaser all its rights, title and interest throughout the world in and to the trademarks, registrations, and applications for registration thereof, on the attached Schedule A (the "Trademarks") and the goodwill of the business throughout the world associated with the Trademarks, to have and to hold same forever AS IS and WITHOUT REPRESENTATIONS and WARRANTIES, except as set forth in that certain Assignment of Trademarks, Applications and Registrations of even date herewith.

2. This Bill of Sale is subject to the order of the Bankruptcy Court authorizing the Debtor's sale of certain Trademarks dated July 29, 1998 (the "Order"), and whenever the terms of this Bill of Sale and the Order conflict, the terms of the Order shall be controlling.

3. This Bill of Sale shall be binding upon and inure to the benefit of Seller and Purchaser and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed as of the date first above written.

MEMOREX TELEX CORPORATION,  
AS DEBTOR IN POSSESSION

By: 

ASSIGNMENT OF TRADEMARKS,  
APPLICATIONS AND REGISTRATIONS

WHEREAS, Memorex Telex Corporation, a corporation organized and existing under the laws of the State of Delaware ("Assignor"), having its principal office at 811 South Central Expressway, Suite 345, Richardson, Texas 75080, is the registrant or applicant for those certain United States and foreign trademarks (the "Trademarks"), applications and registrations identified on Exhibit A hereto; and

WHEREAS, Telex Communications, Inc., a corporation organized and existing under the laws of the State of Delaware ("Assignee"), having its principal office at 9600 Aldrich Avenue South, Minneapolis, Minnesota 55420, is desirous of acquiring the Trademarks and the applications and registrations thereof, together with related goodwill;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto Assignee, its successors, assigns or other legal representatives, its entire right, title and interest, including common law rights, in and to the Trademarks and the registrations and applications thereof, together with the goodwill of the business in connection with which the Trademarks are used and the

right to sue for and collect damages for past infringement of the Trademarks.

In connection with the foregoing assignment, Assignor represents and warrants to Assignee that it is the owner of all right, title and interest in the Trademarks, that to the best of its knowledge all trademark rights are in full force and effect, and that, except as otherwise disclosed on Exhibit B hereto, it has granted no other existing license to use the Trademarks and that the Trademarks are not currently pledged, assigned or other otherwise encumbered, in part or in whole. Assignor further represents and warrants that it has no knowledge of any third party asserting or contending orally or in writing, that: (i) such third party has superior or concurrent rights, title or interest in or to the Trademarks, (ii) the use of the Trademarks by Assignor constitutes an infringement of such third party's asserted rights in the Trademarks, or (iii) the Trademarks are unenforceable, invalid or unprotectable by Assignor. Assignor further represents and warrants to the best of its knowledge that all statements made in applications for registration of the Trademarks and related documentation are true, complete and accurate, and that all Trademarks described as registered in Exhibit A have been validly registered and are in full compliance with all applicable regulations and laws of each and every country where registered, and that all renewals and, where appropriate, affidavits of continued use have been timely filed,

Assignor has the full power to enter into this Assignment and to make the grants herein contained.

If at any time following the date hereof Assignee shall consider that any further assignments, conveyances of documents or any other things are necessary to vest in Assignee title to the Trademarks, Assignor shall upon Assignee's reasonable request, promptly execute and deliver all such transfer documents and do all things necessary to vest title in Assignee and to otherwise carry out the purposes of this Assignment.

Assignor appoints Assignee as Assignor's Attorney-in-Fact for execution of such documents in the event assignor fails to execute and deliver such documents. Assignor recognizes that this power of attorney is irrevocable since the power is coupled with Assignee's interest in the Trademarks.

IN WITNESS WHEREOF, Memorex Telex Corporation has caused this instrument to be signed by a duly authorized officer.

MEMOREX TELEX CORPORATION

By: \_\_\_\_\_  
Name:  
Its:

\_\_\_\_\_ Date

ASSIGNEE

TELEX COMMUNICATIONS, INC.

By: *John A. Pallesotti*  
Name: *JOHN A. PALLESOTTI*  
Its: *VICE PRESIDENT & GENERAL COUNSEL*

*8-4-98*  
Date

IN WITNESS WHEREOF, Memorex Telex Corporation has caused this instrument to be signed by a duly authorized officer.

MEMOREX TELEX CORPORATION

By: *Anthony J. Barbieri*  
Name: ANTHONY J. BARBIERI  
Its: GENERAL COUNSEL

*August 4, 1998*  
Date

ASSIGNEE

TELEX COMMUNICATIONS, INC.

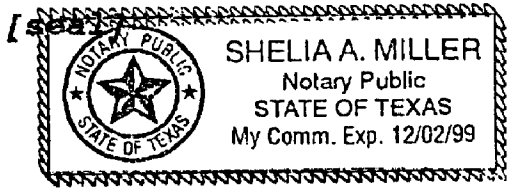
By: \_\_\_\_\_  
Name:  
Its:

\_\_\_\_\_  
Date

STATE OF Texas  
COUNTY OF DALLAS )  
SS.

On this 4<sup>th</sup> day of August, 1998,  
before me personally came Anthony J. Barbieri to me known, who  
being by me duly sworn, did depose and say that (s)he resides at  
1012 meadow ckt Dr. 3156 Irving TX 75038,  
that (s)he is the General Counsel of MEMOREX TELEX  
CORPORATION, the corporation described in and which executed the  
foregoing instrument, as Assignor, and that he was authorized to  
execute the foregoing instrument by order of the bankruptcy court  
dated July 29, 1998.

No. \_\_\_\_\_



Name: Shelia A. Miller  
Notary Public  
for the State of Texas  
My Commission Expires: 12/2/99

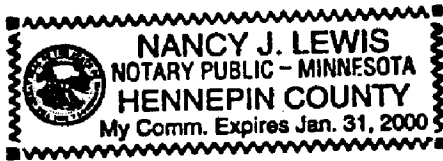


STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

On this 4<sup>th</sup> day of September, 1998, before me personally came John J. Palleschi to me known, who being by me duly sworn, did depose and say that he resides at 19890 Muirfield Circle, Shorewood, MN 55331, that he is the Vice President and General Counsel of TELEX COMMUNICATIONS, INC., the corporation described in and which executed the foregoing instrument, as Assignor, and that he was authorized to execute the foregoing instrument by order of the bankruptcy court dated July 29, 1998.

No. \_\_\_\_\_

[seal]



Name: Nancy J. Lewis  
Notary Public  
for the State of Minnesota

My Commission Expires 1/31/2000

EXHIBIT A to  
Assignment of Trademarks, Applications and Registrations

SCHEDULE 1:

Registrations and applications as set forth on Annex 1 and the registrations and applications for the TELEX Trademark registered in the following countries:

JP  
AU  
AT  
BX  
CA  
DK  
FI  
FR  
GR  
IN  
IT  
MX  
NO  
ES  
SE  
CH  
GB  
CN  
BR  
NZ

TELEX

TELEX

STATUS: RENEWED  
 STATUS DATE: NOVEMBER 2, 1969.  
 U.S. CLASS: 31 INT. CLASS: 9  
 GOODS: RADIO PILLOW SPEAKERS SOUND REPRODUCER HEAD  
 SETS MAGNETIC SOUND REPRODUCER APPARATUS  
 INTEROFFICE TELEPHONIC COMMUNICATION  
 APPARATUS AND ELECTRONIC PERSONAL HEARING AID  
 APPARATUS FOR INSTALLATION IN CHURCHES  
 AUDITORIUMS AND THE LIKE  
 SER. NUMBER: 545359 FILED: DECEMBER 26, 1947.  
 EX. COMM: 011937  
 FIRST USED: JANUARY 1937.  
 PUBLISHED FOR OPPOSITION: JULY 26, 1949.  
 REG. NUMBER: 517386  
 REGISTERED: NOVEMBER 2, 1949.  
 REGISTRANT: TELEX, INC. ST. PAUL, MINN.  
 RENEWED: NOVEMBER 2, 1969.  
 RENEWED TO: TELEX, INC. ST. PAUL, MINN.  
 U.S. REGISTRATIONS CLAIMED: 429310  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 50607 AGAINST (REG. NUMBER 09039001  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 51407 AGAINST TELEMAT (SER. NUMBER 72  
 /328303)  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 51731 AGAINST TELEMAX (SER. NUMBER 72  
 /347093)  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 53021 AGAINST TELE COMPUTER (SER.  
 NUMBER 72 /387676)  
 ADDITIONAL INFORMATION: PLAINTIFF IN CANCELLATION  
 ACTION NO. 16449 AGAINST TELEX (REG. NUMBER  
 /312920)  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 74904 AGAINST TELEX WORLD LETTER (SER.  
 NUM 73/614503)  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 77106 AGAINST TELETYPE (SER. NUM 73  
 /672104)  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 78261 AGAINST TELEX ENTERTAINMENT (SER.  
 NUM 73 683384)  
 ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
 ACTION NO. 79099 AGAINST TELEMAX (SER. NUM 73  
 655823)



STATUS: RENEWED STATUS DATE: AUGUST 18, 1973  
 U.S. CLASS: 103 INT. CLASS: 37  
 SERVICES: MAINTAINING AND REPAIR OF ELECTRONIC  
 DEVICES-NAMELY, HEARING AID EQUIPMENT  
 SER. NUMBER: 618,310 FILED: SEPTEMBER 5, 1951.  
 IN COMAR: SEPTEMBER 5, 1949.  
 FIRST USED: SEPTEMBER 5, 1949.  
 PUBLISHED FOR OPPOSITION: MAY 19, 1953.  
 REG. NUMBER: 578,917 REGISTERED: AUGUST 18, 1953.  
 REGISTRANT: TELEX, INC., ST. PAUL, MN  
 RENEWED: AUGUST 18, 1973.  
 RENEWED TO: SAME  
 CLAIMS/DECLAIMS: APPLICANT (CLAIMS OWNERSHIP OF  
 REGISTRATIONS NO. 373,770, 429,310 & OTHERS

TELEX

TELEX

STATUS: REGISTERED STATUS DATE: OCTOBER 20, 1970.  
 U.S. CLASS: 26 INT. CLASS: 9  
 GOODS: DATA PROCESSING EQUIPMENT (COMPUTER  
 PERIPHERAL EQUIPMENT & COMPUTER TERMINAL,  
 COMPUTERS, DIGITAL TAPE TRANSPORTS, DISK STORAGE  
 DRIVES & ELECTRONIC FILE CONTROL UNITS,  
 APPARATUS & INSTRUMENTS FOR DATA ACQUISITION,  
 DATA TAPE RECORDERS, ETC.  
 SER. NUMBER: 323,386 FILED: APRIL 1, 1969.  
 IN COMAR: 1940.  
 FIRST USED: 1940.  
 PUBLISHED FOR OPPOSITION: AUGUST 4, 1970.  
 REG. NUMBER: 901,195 REGISTERED: OCTOBER 20, 1970.  
 REGISTRANT: THE TELEX CORP., TULSA, OKLA.  
 CLAIMS/DECLAIMS: OWNER OF RNS 439,733 AND 517,386.

*Telex Computer Products* (with arrow pointing right)

**TE**



TELEX

STATUS: CANCELLED - SEC. 8  
 CANCELLATION DATE: JULY 17, 1984.  
 U.S. CLASS: 26 INT. CLASS: 9  
 GOODS: PROPORTIONAL DIVIDERS, NAVIGATIONAL  
 COMPUTERS, CALCULATORS AND PLOTTERS  
 SER. NUMBER: 47,996 FILED: MARCH 28, 1975.  
 IN COMAR: SEPTEMBER 21, 1973.  
 FIRST USED: SEPTEMBER 21, 1973.  
 PUBLISHED FOR OPPOSITION: NOVEMBER 22, 1977.  
 REG. NUMBER: 1015,335  
 REGISTERED: FEBRUARY 14, 1978.  
 REGISTRANT: THE TELEX CORPORATION, TULSA, OKLA.  
 ASSIGNEE OF TELEX COMMUNICATIONS, INC.,  
 MINNEAPOLIS, MINN.  
 ASSIGNEE: TELEX CORPORATION, THE TULSA, OK 74101 USX  
 ASSIGNEE: TELEX COMMUNICATIONS, INC. 9400 ALDRICH  
 AVENUE SOUTH, MINNEAPOLIS, MN 55420 USX  
 BRIEF: ASSIGNMENT OF ASSIGNORS INTEREST  
 RETURNED: OCTOBER 22, 1976  
 ACKNOWLEDGED: OCTOBER 11, 1976  
 REEL/FRAME: 396/771  
 CLAIMS/DECLAIMS: OWNER OF RNS 901,195 & 905,501.

TELEX

TELEX

STATUS REGISTERED  
 STATUS DATE: NOVEMBER 24, 1970.  
 U.S. CLASS: 21 INT. CLASS: 9  
 GOODS: AMPLIFIERS MICROPHONES RADIOS SPEAKERS  
 COMBINATION RADIO PHONOGRAPHS VIDEO TAPE  
 RECORDERS & REPRODUCERS & COMPONENTS & PARTS  
 OF ALL OF SAID EQUIPMENT  
 SER. NUMBER: 323,385 FILED: APRIL 1, 1969.  
 IN CONINE 1948.  
 FIRST USED: 1948.  
 PUBLISHED FOR OPPOSITION: SEPTEMBER 8, 1970.  
 REG. NUMBER: 902,922  
 REGISTERED: NOVEMBER 24, 1970.  
 REGISTRANT: TELEX CORPORATION, TULSA, OK  
 CLAIMS/DISCLAIMS: OWNER OF RNS 439,711 AND 517,386.

**TELEX**

TELEX

STATUS REGISTERED STATUS DATE: JANUARY 5, 1971.  
 U.S. CLASS: 26 INT. CLASS: 9  
 GOODS: DATA PROCESSING EQUIPMENT, COMPUTER  
 PERIPHERAL EQUIPMENT, AND COMPUTER TERMINAL  
 APPARATUS-NAMELY, COMPUTERS, DIGITAL TAPE  
 TRANSPORTS, DISK STORAGE DRIVES AND ELECTRONIC  
 FILE CONTROL UNITS APPARATUS AND INSTRUMENTS  
 FOR DATA ACQUISITION-NAMELY, DATA TAPE  
 RECORDERS, DATA TAPE RECORDERS-REPRODUCERS  
 OSCILLOGRAPHY AND GALVANOMETERS EYE GLASSES  
 AND EYE GLASS FRAMES AND COMPONENTS AND PARTS  
 FOR ALL OF SAID EQUIPMENT, APPARATUS AND  
 INSTRUMENTS  
 SER. NUMBER: 342,188 FILED: OCTOBER 20, 1969.  
 IN CONINE APRIL 1, 1968.  
 FIRST USED: APRIL 1, 1968.  
 PUBLISHED FOR OPPOSITION: OCTOBER 20, 1970.  
 REG. NUMBER: 905,501 REGISTERED: JANUARY 5, 1971  
 REGISTRANT: THE TELEX CORP., TULSA, OKLA.  
 CLAIMS/DISCLAIMS: OWNER OF RNS 517,386.

**TELEX**

TELEX

STATUS REGISTERED      STATUS DATE: MARCH 2, 1971.  
U.S. CLASS: 21      INT. CLASS: 9  
GOODS: AMPLIFIERS MICROPHONES RADIOS SPEAKERS  
COMBINATION RADIO-PIONOGRAPHS AND COMPONENTS  
AND PARTS FOR ALL OF SAID EQUIPMENT  
SER. NUMBER: 342,187      FILED: OCTOBER 30, 1969.  
IN COME: APRIL 1, 1968.  
FIRST USED: APRIL 1, 1968.  
PUBLISHED FOR OPPOSITION: DECEMBER 15, 1970.  
REG. NUMBER: 402,989      REGISTERED: MARCH 2, 1971.  
REGISTRANT: THE TELEX CORP. TULSA OKLA.  
ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
ACTION NO. 78959 AGAINST ZILEX SER. NUM 73,607  
CLAIMS/DISCLAIMS: OWNER OF RN 517,386.

*RB*  
*[Signature]*

**TELEX**

TELEX

STATUS REGISTERED      STATUS DATE: JUNE 8, 1971.  
U.S. CLASS: 36      INT. CLASS: 9  
GOODS: EQUIPMENT & APPARATUS FOR ELECTRONIC  
TREATMENT OF SOUND SOUND RECORDERS  
REPRODUCERS PIONOGRAPHS TAPE DECKS TAPE  
RECORDERS TAPE CARTRIDGE PLAYERS TAPE  
DUPLICATORS TAPES FOR SOUND RECORDING &  
REPRODUCTION COMBINATION TAPE RECORDERS &  
RADIOS ETC  
SER. NUMBER: 361,184      FILED: MAY 28, 1970.  
IN COME: 1948.  
FIRST USED: 1948.  
PUBLISHED FOR OPPOSITION: MARCH 22, 1971.  
REG. NUMBER: 919,521      REGISTERED: JUNE 8, 1971.  
REGISTRANT: THE TELEX CORP. TULSA OKLA.  
CLAIMS/DISCLAIMS: OWNER OF RN 517,386.

*RB*  
*[Signature]*

*RB*

# TELEX

TELEX

STATUS: PUBLISHED  
 STATUS DATE: FEBRUARY 28, 1989.  
 U.S. CLASS: 21-26-36 INT. CLASS: 9  
 GOODS: DATA PROCESSING EQUIPMENT, COMPUTER PERIPHERAL EQUIPMENT AND COMPUTER TERMINAL APPARATUS - NAMELY, AIRLINE RESERVATION TERMINALS, PLASMA DISPLAY UNITS, DIGITAL TAPE TRANSPORTERS, DISK STORAGE DRIVE AND ELECTRONIC FILE CONTROL UNITS, EQUIPMENT AND APPARATUS FOR ELECTRONIC TREATMENT OF SOUND - NAMELY, SOUND RECORDERS, REPRODUCERS, AMPLIFIERS, MICROPHONES, RADIOS, SPEAKERS, PHONOGRAMS, TAPE DECKS, TAPE RECORDERS, TAPE CARTRIDGE PLAYERS, TAPE DUPLICATORS, TAPES FOR SOUND RECORDING AND REPRODUCTION AND PHONOGRAPHS, COMMUNICATION ANTENNAS, AUDIOVISUAL PROJECTORS, AND PARTS FOR ALL OF THE SAID EQUIPMENT

SER. NUMBER: 649519 FILED: MARCH 16, 1987.  
 IN COMMERCE: APRIL 1, 1985.  
 FIRST USED: APRIL 1, 1985.

PUBLISHED FOR OPPOSITION: FEBRUARY 28, 1989.  
 APPLICANT: TELEX CORPORATION, THE (DEL. CORPORATION);  
 TULSA, OK

U.S. REGISTRATIONS CLAIMED: 0517386, 0578917, 0901195,  
 0902276, 0902932, 0905501, 0908989, 0913521  
 CLAIMS/DISCLAIMS: (INT. CL. 9) FIRST USED IN ANOTHER FORM ON JANUARY, 1937 (INT. CL. 9) FIRST USED IN ANOTHER FORM ON JANUARY, 1937 (INT. CL. 9) FIRST USED IN COMMERCE IN ANOTHER FORM ON APRIL 1968

BN 1,540,183

# TELEX

TELEX

STATUS: REGISTERED  
 STATUS DATE: NOVEMBER 10, 1970.  
 U.S. CLASS: 44 INT. CLASS: 10  
 GOODS: PERSONAL HEARING DEVICES FOR AID OF DEAF OR PARTIALLY DEAF PERSONS & COMPONENT PARTS THEREOF

SER. NUMBER: 342332 FILED: OCTOBER 31, 1969.  
 IN COMMERCE: 011937  
 FIRST USED: JANUARY 1937.

PUBLISHED FOR OPPOSITION: AUGUST 25, 1970.  
 REG. NUMBER: 902276  
 REGISTERED: NOVEMBER 10, 1970.

REGISTRANT: THE TELEX CORP. TULSA, OK, A  
 CLAIMS/DISCLAIMS: OWNER OF BN 517386.

# TELEX

STATUS: CANCELLED - SEC 8  
 CANCELLATION DATE: OCTOBER 23, 1974  
 U.S. CLASS: 37 INT. CLASS: 16  
 COMMON: CLIPBOARDS  
 SER. NUMBER: 103,901 FILED: OCTOBER 20, 1974.  
 IN COME: SEPTEMBER 21, 1973.  
 FIRST USED: SEPTEMBER 21, 1973.  
 PUBLISHED FOR OPPOSITION: FEBRUARY 7, 1978.  
 REG. NUMBER: 1,090,303 REGISTERED: MAY 2, 1978  
 REGISTRANT: THE TELEX CORPORATION, TULSA, OK.  
 ASSIGNEE OF TELEX COMMUNICATIONS, INC.  
 MINNEAPOLIS MINN.  
 ASSIGNEE: TELEX CORPORATION, THE TULSA, OK 74101 (SX)  
 ASSIGNOR: TELEX COMMUNICATIONS, INC 9600 ALDRICH  
 AVENUE SOUTH MINNEAPOLIS MN 55420 (SX)  
 BRIEF: ASSIGNMENT OF ASSIGNORS INTEREST  
 RECORDED: JANUARY 17, 1977.  
 ACKNOWLEDGED: JANUARY 6, 1977.  
 REEL/FRAME: 300-555

TELEX THE PERIPHERAL COMPANY WHERE THE  
 DIFFERENCE BEGINS

TELEX THE PERIPHERAL COMPANY WHERE THE DIFFERENCE  
 BEGINS

STATUS: CANCELLED - SEC 8  
 CANCELLATION DATE: SEPTEMBER 16, 1980.  
 U.S. CLASS: 103 INT. CLASS: 37  
 SERVICES: MAINTENANCE, SERVICE AND REPAIR OF  
 COMPUTER APPARATUS, NAMELY, MAINTENANCE,  
 SERVICE AND REPAIR OF TAPE DRIVES, TAPE ADAPTERS,  
 CONTROLLERS, PRINTERS, DISC DRIVES AND DISC  
 CONTROLLERS  
 SER. NUMBER: 432,421 FILED: AUGUST 14, 1972.  
 IN COME: JULY 12, 1972.  
 FIRST USED: JULY 12, 1972.  
 PUBLISHED FOR OPPOSITION: NOVEMBER 27, 1973.  
 REG. NUMBER: 979,138  
 REGISTERED: FEBRUARY 19, 1974.  
 REGISTRANT: TELEX COMPUTER PRODUCTS, INC., TULSA,  
 OKLA.  
 CLAIMS/DISCLAIMS: OWNER OF RNS 901,195, 913,331 AND  
 OTHERS

TELE MIKE TELEX

TELE MIKE TELEX

STATUS: CANCELLED - SEC 08  
 CANCELLATION DATE: JULY 25, 1961.  
 U.S. CLASS: 31 INT. CLASS: 9  
 COMMON: MIKROPHONIX FOR BROADCASTING  
 SER. NUMBER: 497,507 FILED: MARCH 1, 1948  
 IN COME: FEBRUARY 4, 1948.  
 PUBLISHED FOR OPPOSITION: FEBRUARY 11, 1947.  
 REG. NUMBER: 429,310 REGISTERED: APRIL 29, 1947.  
 REGISTRANT: TELEX, INC., ST. PAUL, MINN.  
 REPUBLISHED SEC 12CX JUNE 7, 1955.  
 REPUBLISHED BY: SAME BUT ST. PAUL, MINN.  
 DISCLAIMS: MIKE



YOU'LL HEAR MORE FROM TELEX

YOU'LL HEAR MORE FROM TELEX

STATUS REGISTERED STATUS DATE JULY 11, 1972.  
U.S. CLASSES 21-34 INT. CLASS 9  
GOODS (U.S. CL. 21) RADIOS HEADPHONES AMPLIFIERS  
MICROPHONES SPEAKERS COMBINATION -  
RADIO-PHONOGRAMS AND COMPONENTS AND PARTS  
FOR ALL OF SAID EQUIPMENT (U.S. CL. 34) TAPE  
RECORDERS AND PLAYERS AND COMPONENTS AND  
PARTS FOR ALL OF SAID EQUIPMENT

SER. NUMBER: 373,960 FILED: OCTOBER 31, 1970.  
IN COMM: 061970

FIRST USED: JUNE 1970.

PUBLISHED FOR OPPOSITION: APRIL 25, 1972.

REG. NUMBER: 937,454 REGISTERED: JULY 11, 1972.

REGISTRANT: THE TELEX CORP. TULSA, OKLAHOMA

ASSIGNED: TTELEX COMMUNICATIONS INC. 9600 AIDRICH  
AVE. SOUTH MINNEAPOLIS, MN 55420 (SXC IDC  
CORPORATION)

ASSIGNOR: THE TELEX CORPORATION 41ST AND  
SHERIDAN RD. TULSA, OK 74145 (SXC IDC CORPORATION)

BRIEF: ASSIGNMENT OF ASSIGNORS INTEREST

RECORDED: SEPTEMBER 19, 1972.

ACKNOWLEDGED: JULY 2, 1972.

REEL/FRAME: 241/590

ADDITIONAL INFORMATION: PLAINTIFF IN OPPOSITION  
ACTION NO. 57495 AGAINST YOU'LL HEAR GOOD THINGS  
FROM IN SER. NUMBER 73-0326811

CLAIMS/DISCLAIMS: OWNER OF RNS 901,195, 908,989, AND  
OTHERS

TELEX

Status:  
Registrant:  
Series No:

Registration  
Memorex Telex  
Corporation  
902,276

TELEX

Status:  
Registrant:  
Series No:

Application  
Published 2/28/89  
The Telex  
Corporation  
649,519

# EXHIBIT B

Client Code : 20173	Name : MEMOREX TELEX CORPORATION
Cost Center :	MR. ANTHONY J. BARBIERI
Applicant : MEMOREX TELEX CORPORATION	
Division :	

Trademark: TELEX

\*\*\* Country: AUSTRIA ( AT )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
12-JUN-2000	R R	10-219-18	001835-AT-	66945	AM 2753/69

Classes : W09 W10

\*\*\* Country: BRAZIL ( BR )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
15-MAY-2000	R R	10-219-41	001835-BR-	002464273	

Classes : W10 09.15

\*\*\* Country: BENELUX ( BX )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
27-JUL-1997	R R	10-219-19	001835-BX-	046861	

Classes : W09 W10

\*\*\* Country: SWITZERLAND ( CH )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
02-OCT-2007	R R	10-219-34	001835-CH-010	358176	6578

Classes : W10

\*\*\* Country: SWITZERLAND ( CH )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
17-DEC-2009	R R	10-219-35	001835-CH-009	382017	9470

Classes : W09

\*\*\* Country: CHINA P.R. ( CN )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
20-OCT-1998	R R	10-219-38	001835-CN-014	325698	41226

Classes : W09 014

\*\*\* Country: CHINA P.R. ( CN )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
20-OCT-1998	R R	10-219-38	001835-CN-016	326700	41227

Classes : W09 016

\*\*\* Country: DENMARK ( DK )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
20-NOV-1998	R R	10-219-23	001835-DK-	1542/1948	-

Classes : W10

\*\*\* Country: SPAIN ( ES )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
23-AUG-1997	R R	10-219-32	001835-ES-	205853	

Classes : W10

\*\*\* Country: FINLAND ( FI )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
16-NOV-1998	R R	10-219-25	001835-FI-	22392	

Classes : W10

\*\*\* Country: FRANCE ( FR )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
12-OCT-1999	R R	10-219-26	001835-FR-	1555102	160656

Classes : W09

\*\*\* Country: GREAT BRITAIN ( GB )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
18-ADG-2006	R R	10-219-36	001835-GB-	661663	

Classes : W10

\*\*\* Country: GREECE ( GR )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
19-NOV-1998	R R	10-219-27	001835-GR-	40801	

Classes : W09 W10

\*\*\* Country: INDIA ( IN )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
09-SEP-1997	R R	10-219-28	001835-IN-010	130753	

Classes : W10

(TUE) 8. 4' 98 15:51/ST.15:37/NO.4261128430 P 39

FROM YOUNG CONAWAY ET AL 302-571-1253

\*\*\* Country: ITALY ( IT )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
05-FEB-1998	R R	10-219-29	001835-IT-	513516	39960/C-88

Classes : W09 W10

\*\*\* Country: ITALY ( IT )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
20-NOV-1999	R R	10-219-43	001835-IT-009	577918	50230-C/89

Classes : W09

\*\*\* Country: KOREA (SOUTH) ( KR )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
08-JUN-1997	R R	219-50	001835-KR-010	141491	13835/86

\* CHGE/NAME TRZ TELEX CORP. INTO MEMORIX TELE CORP. TO BE RECORDED \*  
Classes : W10 011

\*\*\* Country: MEXICO ( MX )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
15-JAN-2003	R R	10-219-30	001835-MX-	159129	

Classes : W09 026

\*\*\* Country: NORWAY ( NO )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
15-AUG-1997	R R	10-219-31	001835-NO-	36956	

Classes : W10

(TUE) 8. 4 96 15:51/ST.15:37/NO.4261128430 P 40

FROM YOUNG CONAWAY ET AL 302-571-1253

\*\*\* Country: NEW ZEALAND ( NZ )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
23-DEC-2007	R M	10-219-44	001835-NZ-010	63191	

Classes : 010



(TUE) 8. 4' 98 15:51/ST. 15:37/NO. 4261128430 P 41

302-571-1253 FROM YOUNG CONAWAY ET AL





Client Code : 20173	Name : MEMOREX TELEX CORPORATION
Cost Center :	MR. ANTHONY J. BARBIERI
Applicant : THE TELEX CORPORATION	
Division :	

Trademark: TELEX

\*\*\* Country: AUSTRIA ( AT )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
04-FEB-1999	R R	10-219-17	001835-AT-001	10479	AM 2100/47-8

Classes : W

\*\*\* Country: BELGIUM ( BX )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
02-DEC-1997	R R	10-219-40	001835-BX-009	077490	559799

Classes : W09

\*\*\* Country: ECUADOR ( EC )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
01-APR-1988	R R	10-219-24	001835-EC-	131/48	

Classes : W10

\*\*\* Country: JAPAN ( JP )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
25-DEC-1995	R A	11-219-03	001835-JP-	1829752	004480/82

\* APPLICANT HAS NO USE OF THE TM; WILL MOST PROBABLY BE REFILED \*  
Classes : W09 011

(TUE) 8. 4' 98 15:51/ST.15:37/NO.4261128430 P 42

FROM YOUNG CONAWAY ET AL 302-571-1253

\*\*\* Country: KOREA (SOUTH) ( KR )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
	P	219-50	001835-KR-009		17790/86

Classes : W09

~~\*\*\* Country: MEXICO ( MX )~~

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
20-FEB-1993	R R	10-219-33	001835-MX-010	82760	

~~Classes : W10 044~~

\*\*\* Country: SWEDEN ( SE )

Due Date	AT S	Your Ref.	Our Ref.	Registr.No	Applic.No
03-JUN-1999	R R	10-219-33	001835-SE-	66604	

Classes : W10

(TUE) 8. 4' 98 15:51/ST. 15:37/NO. 4261128430 P 43

FROM YOUNG CONWAY ET AL 302-571-1253

EXHIBIT B to  
Assignment of Trademarks, Applications and Registrations

811 S. Central Expwy.  
Suite 345  
Richardson, TX 75080  
972.671.1905  
(fax) 972.671.9095

**MEMORANDUM**

To: James L. Patton  
Young Conaway Stargatt & Taylor, LLP  
From: Anthony J. Barbieri  
Date: June 2, 1998  
Subject: Trademark Portfolio of Memorex Telex Corporation

---

Memorex Telex Corporation owns the **TELEX** trademarks listed on Exhibit 1 to this memo.

The **TELEX** name is used by Telex Communications, Inc. ("TCI") pursuant to a Trademark License Agreement between Memorex Telex Corporation and TCI entered into as of May 25, 1989. A sale to any party other than TCI would be subject to the License granted to TCI.

The **MEMOREX TELEX** name is used by the former Memorex Telex N.V. subsidiaries as a tradename and for the sale of computer peripheral equipment. Any sale would be subject to the License Agreements for the use of the combination name **MEMOREX TELEX**.

Below is a description of trademark and tradename licenses granted for the **MEMOREX TELEX** name.

1. **Asia Pacific** - On July 23, 1996, Memorex Telex Distribution N.V. completed the sale of its Asia Pacific operations to Kanematsu Corporation. In connection with the sale, Memorex Telex N.V. entered into an Intellectual Property License Agreement dated as of July 23, 1996, with Kanematsu Corporation which provides, among other things, that Kanematsu Corporation acquires from Memorex Telex N.V., a fully paid, irrevocable (except in accordance with termination provisions of the Agreement) exclusive and perpetual license to use the Trademarks **MEMOREX TELEX** and **DYNAMIC "M"** (in combination with **MEMOREX TELEX**), and the Tradename **MEMOREX TELEX** in connection with the manufacture, use, sale, distribution and advertising of licensed products and the performance of licensed services in a territory consisting of most countries of Asia, except Japan.
2. **Canada** - In connection with the sale of assets of Memorex Telex, Inc. (Canada) to Brains II, completed on February 6, 1997, Memorex Telex N.V. granted Brains II an exclusive license to use the tradename **MEMOREX TELEX**, the trademark **MEMOREX TELEX**, and the **DYNAMIC "M"** symbol in association with the operation of the purchased business in Canada for a period of fifteen years from February 6, 1997.

3. Mexico - On April 16, 1997, Memorex Telex Distribution N.V. completed the sale of the capital stock of Memorex Telex S.A. de C.V. ("MT Mexico") to a Delaware corporation established by a management-led investor group. In connection with the sale of MT Mexico, Memorex Telex N.V. entered into a Trademark and Tradename Agreement with MT Mexico granting MT Mexico a fully-paid, irrevocable (except in certain circumstances), exclusive, and perpetual license to use the MEMOREX TELEX and DYNAMIC "M" trademarks in connection with the manufacture, use, sale, distribution, and advertising of computer peripheral equipment and personal computers, and the distribution, integration, maintenance, and repair services of computer network and storage products in Mexico.
4. United States - On December 17, 1996, Memorex Telex Corporation, Tulsa Computer Products, Inc., Memorex Telex Services, Inc., and Memorex Telex Puerto Rico, Inc. (collectively, the "Sellers"), completed the sale to Matco Technologies, Inc. of certain assets related to the Legacy and Network businesses conducted by the Sellers pursuant to the Asset Purchase Agreement dated as of November 25, 1996. In connection with the sale, Memorex Telex N.V. granted to Matco a fully-paid, irrevocable, exclusive, and perpetual license to use the MEMOREX TELEX and DYNAMIC "M" trademarks in connection with the development, manufacture, marketing, sales, distribution, and advertising of computer peripheral equipment and personal computers sold by the Sellers immediately prior to the closing and derivatives and successors thereof in the United States. Matco agreed not to use the licensed trademarks as a business or a tradename, or as any part of a business or tradename, and not to use the DYNAMIC "M" trademark alone in any fashion.
5. Venezuela - On June 12, 1997, Memorex Telex Distribution N.V. completed the sale of the capital stock of Memorex Telex de Venezuela, C.A. ("MTX de V") to a Panamanian corporation established by a management-led investor group for the purchase of the Memorex Telex operations in Venezuela. In connection with the sale of MTX de V, Memorex Telex N.V. entered into a trademark and tradename agreement granting MTX de V a fully paid, irrevocable (except in certain circumstances), exclusive and perpetual license to use the MEMOREX TELEX and DYNAMIC "M" trademarks in connection with the manufacture, use, sale, distribution and advertising of computer peripheral equipment and personal computers, and the distribution, integration, maintenance and repair services of computer network and storage products in Venezuela.
6. Israel - In connection with the sale of the Memorex Telex operation in Israel effective February 23, 1998, Memorex Telex N.V. granted Memorex Telex (Israel) Ltd. an exclusive and perpetual license to use the trademarks MEMOREX TELEX and DYNAMIC "M" (in combination with MEMOREX TELEX) in the sale of computer peripheral products in the state of Israel, including all occupied territories by Israel and territories held by the Palestinian authority.

060298.5

7. Italy- In connection with the sale of the shares of Memorex Telex Italia spa, scheduled to close on March 31, 1998, Memorex Telex N.V. will grant Memorex Telex Italia spa an exclusive and perpetual license to use the trademarks MEMOREX TELEX and DYNAMIC "M" (in combination with MEMOREX TELEX) in the sale of computer peripheral products in Italy.

060391-5

James L. Patton  
June 2, 1998  
Page 4

**EXHIBIT 1**  
**List of TELEX Trademarks**

**TRADEMARK**

**CURRENT USAGE**

**TELEX**

**US Class 21  
Int'l. Class 9**

**TELEX Emblem**

**US Class 103  
Int'l. Class 37**

**TELEX**

**US Class 26  
Int'l. Class 9**

**TELEX**

**US Class 26  
Int'l. Class 9**

600292-5

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
MEMOREX TELEX CORPORATION, ) Case Nos. 96-1615 (PJW)  
et al., ) through 96-1618  
)  
) (Jointly Administered)  
Debtors. )

ORDER APPROVING DEBTORS' MOTION TO SELL TELEX  
TRADEMARKS AND RELATED REGISTRATIONS PURSUANT TO A  
PRIVATE SALE UNDER SECTIONS 363(b) and (f) OF THE BANKRUPTCY CODE

Upon consideration of the Debtors' Motion to Sell TELEX Trademarks Pursuant to Sections 363(b) and (f) of the Bankruptcy Code filed on July 9, 1998 (the "Motion"); and the Court having heard the statements of counsel at a hearing conducted on July 29, 1998; and being otherwise fully advised in the premises;

THE COURT HEREBY FINDS THAT:

1. Proper and timely notice of the Motion and hearing have been given to all parties entitled to such notice in compliance with the Federal Rules of Bankruptcy Procedure and Local Rules of this District.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. Venue is proper under 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. §§ 157 (b)(2)(A),(N) & (O).
3. After intensive private marketing efforts and arms-length negotiations, Memorex Telex Corporation ("Memorex") and Telex Communications, Inc. ("TCI") have agreed upon the terms and conditions contained in TCI's letter of intent

738

dated February 10, 1998 (the "Letter of Intent"). A true and correct copy of the Letter of Intent is attached hereto as Exhibit A.

4. TCI has acted and negotiated in good faith with respect to the Letter of Intent. TCI's offer constitutes the highest and best offer received for the Trademarks (as defined in Motion) and, as such, is fair and reasonable.

5. Sale of the Trademarks on the terms and conditions of the Letter of Intent is in the best interest of the Debtors, their creditors, and their estates.

6. Since the only lien on the Trademarks is held by the Pre-Petition Lender Group (as defined in the Motion) and since the Pre-Petition Lender Group consents to the sale to TCI free and clear of such lien, the Trademarks may be sold free and clear of such interests pursuant to section 363(f)(2) of the Bankruptcy Code.

**THEREFORE, IT IS HEREBY ORDERED:**

1. Sale of the Trademarks to TCI is hereby authorized pursuant to the terms and conditions of the Letter of Intent and such other documents as may be executed by the Debtors and TCI in order to effectuate such sale.

2. TCI is a good faith purchaser of the Trademarks within the meaning of section 363(m) of the Bankruptcy Code, and the terms of the sale are not subject to avoidance pursuant to section 363(n) of the Bankruptcy Code. Reversal or modification of this Order on appeal will not affect the validity of the sale, even if TCI knows of the pendency of the appeal, unless the authorization and sale are stayed pending such appeal.

3. Pursuant to section 363(f) of the Bankruptcy Code, the transfer of the Trademarks to TCI shall be free and clear of any liens, encumbrances or interests in the Trademarks.



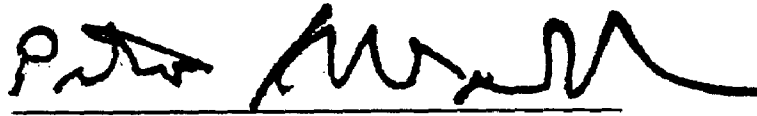
4. Any liens, encumbrances, or interests pertaining to the Trademarks shall attach to proceeds of the sale.

5. The Debtors are authorized and empowered to execute and deliver any and all documents as reasonably may be necessary to implement the terms of the Letter of Intent and this Order.

6. This Order is a final order, and no just reason for delay in performance exists.

7. The Court shall retain jurisdiction to construe and enforce the terms and provisions of this Order, and the Debtors and TCI consent to such jurisdiction.

Dated: Wilmington, Delaware  
July 21, 1998



Honorable Peter J. Walsh  
United States Bankruptcy Judge