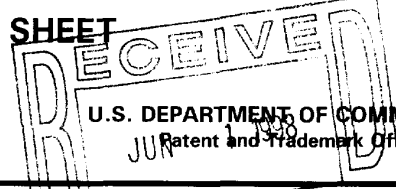


MRO 6-1-98

R

06-17-1998

R SHEET



FORM PTO-1595
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



100740816

To the : Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Frederick A. Lorch, Gordon Sharp and
The B.F. Goodrich Company

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

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

Execution Date: April 12, 1996; July 9, 1996 and May 4, 1998

2. Name and address of receiving party(ies)

Name: Phoenix Controls Corporation

Internal Address:

Street Address: 55 Chapel Street
Newton, MA 02158

Additional name(s) & addresses(es) attached? Yes No

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)
08/558,355

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Matthew B. Lowrie
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and patents involved: **[1]**

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

06/17/1998 TTON11 00000034 00558355

01 FC:581

40.00 OP

DO NOT USE THIS SPACE

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.

Matthew B. Lowrie

May 29, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **[5]**

P0316/7018

ASSIGNMENT

In consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, we the undersigned Frederick A. Lorch, 25 Voyagers Lane, Ashland, Massachusetts 01721, Gordon Sharp, 89 Annawan Road, Newton, Massachusetts 02168, hereby

Sell, assign and transfer to PHOENIX CONTROLS CORPORATION, a Massachusetts corporation having a place of business at 55 Chapel Street, Newton, Massachusetts 02158, its successors, assigns and legal representatives, all hereinafter referred to as the Assignee, our entire right, title and interest for the United States and all foreign countries, in and to any and all inventions which are disclosed in the application for United States Letters Patent filed in the United States Patent and Trademark Office on November 16, 1995 and entitled ACOUSTIC RESONATOR, and in and to said application and all divisional, continuing, substitute, renewal, reissue and all other applications for Letters Patent which have been or shall be filed in the United States and all foreign countries on any of said inventions; and in and to all original and reissued patents which have been or shall be issued in the United States and all foreign countries on said inventions including the right to apply for patent rights in each foreign country and all rights to priority.

We agree that said Assignee may apply for and receive Letters Patent for said inventions in its own name; and when requested, without charge to but at the expense of said Assignee, we agree to carry out in good faith the intent and purpose of this assignment, by executing all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all said inventions, by executing all rightful oaths, assignments, powers of attorney and other papers, by communicating to said Assignee all facts known to us relating to said inventions and the history thereof, and generally by doing everything possible which said Assignee shall consider desirable for aiding in securing and maintaining proper patent protection for said inventions and for vesting title to said inventions and all applications for patents and all patents on said inventions, in said Assignee.

We hereby request the Honorable Commissioner of Patents and Trademarks to issue said Letters Patent to said Assignee.

We covenant with said Assignee that no assignment, grant, mortgage, license or

32393.1

other agreement affecting the rights and property herein conveyed has been made to others by us and that full right to convey the same as herein expressed is possessed by us.

09 July 1996
Date

Frederick A. Lorch
FREDERICK A. LORCH

STATE OF Massachusetts :
COUNTY OF Middlesex :

Subscribed and sworn to before me this 9th day of July, 1996.

SEAL

Karen A. Vaillant
Notary Public
Karen A. Vaillant
Notary Public, Commonwealth of Massachusetts
My Commission Expires July 23, 2002

April 12, 1996
Date

Gordon P. Sharp
GORDON SHARP

STATE OF Massachusetts :
COUNTY OF Middlesex :

Subscribed and sworn to before me this 12th day of April, 1996.

SEAL

Karen A. Vaillant
Notary Public
Karen A. Vaillant
Notary Public, Commonwealth of Massachusetts
My Commission Expires July 23, 2002

ASSIGNMENT

In consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, I, an official of The B.F. Goodrich Company, hereby

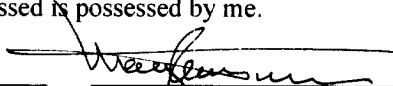
Sell, assign and transfer to Phoenix Controls Corporation, a Massachusetts corporation having a place of business at 55 Chapel Street, Newton, Massachusetts 02158, its successors, assigns and legal representatives, all hereinafter referred to as the Assignee, our entire right, title and interest for the United States and all foreign countries, in and to any and all inventions which are disclosed in the application Serial No. 08/558,355 for United States Letters Patent filed in the United States Patent and Trademark Office on November 16, 1995 and entitled ACOUSTIC RESONATOR, and in and to said application and all divisional, continuing, substitute, renewal, reissue and all other applications for Letters Patent which have been or shall be filed in the United States and all foreign countries on any of said inventions; and in and to all original and reissued patents which have been or shall be issued in the United States and all foreign countries on said inventions including the right to apply for patent rights in each foreign country and all rights to priority.

I agree that said Assignee may apply for and receive Letters Patent for said inventions in its own name; and when requested, without charge to but at the expense of said Assignee, I agree to carry out in good faith the intent and purpose of this assignment, by executing all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all said inventions, by executing all rightful oaths, assignments, powers of attorney and other papers, by communicating to said Assignee all facts known to me relating to said inventions and the history thereof, and generally by doing everything possible which said Assignee shall consider desirable for aiding in securing and maintaining proper patent protection for said inventions and for vesting title to said inventions and all applications for patents and all patents on said inventions, in said Assignee.

I hereby request the Honorable Commissioner of Patents and Trademarks to issue said Letters Patent to said Assignee.

I covenant with said Assignee that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by me and that full right to convey the same as herein expressed is possessed by me.

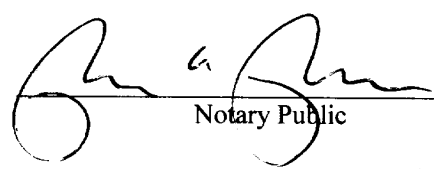
May 4, 1998
Date


Mary Ann Tucker
Vice President Associate General Counsel
The B.F. Goodrich Company

State of Ohio:
County of Cuyahoga:

Subscribed and sworn to before me this 4 day of May, 1998.

SEAL


Notary Public

RICHARD A. HOMANCIK, Attorney at Law
Notary Public - STATE OF OHIO
My Commission Has No Expiration Date
SECTION 4.106 DING
PATENT