

ASSIGNMENT AND AGREEMENT

FOR VALUE RECEIVED, we, JOSEPH WEGRZYN and JOSEPH M. LAROSA, both citizens of the United States of America and residing respectively at 571 Barnum Terrace Ext., Stratford, Connecticut 06497, and 79 Maple Road, Portland, Connecticut 06480, hereby sell, assign and transfer to GSEG LLC, a corporation of the state of Delaware and having a principal place of business at 199 Scott Swamp Road, Farmington, Connecticut 06034-4044, as assignee, and its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to certain inventions relating to LIGHTING FIXTURE, which is described in an application for Letters Patent executed by us on even date herewith, and all the rights and privileges under any and all Letters Patent that may be granted therefor.

We request that any and all patents for said inventions be issued to said assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

We agree that, when requested, we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said assignee, its successors, assigns and legal representatives or nominees.

We authorize and empower the said assignee, its successors, assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the

Protection of Industrial Property, as amended, or by convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from us.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file a like document which may be required in any country for any purpose and more particularly in proof of the right of the said assignee or nominee to claim the aforesaid benefit of the right of priority provided by the International Convention for the protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it.

We covenant with said assignee, its successors and assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that we have full right to convey the same as herein expressed.

Signed at CHESHIRE CT. this 26TH
(City, State)
day of JUNE, 1998.


Joseph Wegrzyn

Signed in our presence and acknowledged to be an assignment of the application (invention) herein above referred to.

Witness  Date 6-26-98

Witness Mark S. Slavin Date 6/26/98

Signed at CNESHIRE, CT this 26TH
(City, State)
day of JUNE, 1998.

Joseph M. LaRosa
Joseph M. LaRosa

Signed in our presence and acknowledged to be an assignment
of the application (invention) herein above referred to.

Witness  Date 6-26-98

Witness Mark S. Shuman Date 6/26/98