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Box Assignment Commissioner of Patents and Trademarks Washington, D.C. 20231 101192737

Post Office Box 7068 Pasadena, CA 91109-7068

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof: Name and address of receiving party(ies): 1. Name of conveying party(ies): Name: MEADE INSTRUMENTS CORPORATION Kenneth W. Baun and John E. Hoot Street Address: Additional name(s) of conveying party(ies) attached: No 6001 Oak Canyon, Irvine, California 92620-4205 3. Name of conveyance: Assignment Merger Security Agreement Change of Name Additional name(s) & address(es) attached? No Execution Date: October 12, 1999 Application number(s) or patent number(s): 09 / 428866 If this document is being filed together with a new application, the execution date of the application is: October 12, 1999 A. Patent Application No.(s) **B.** Patent No.(s) 11/D3/1999 MGORDON 00000008 09428866 40.00 OP 03 FC:581 Additional numbers attached? Please return the recorded document and address all 1 **6.** Total number of applications and patents involved...... correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Total fee enclosed (37 CFR 3.41): \$ 40.00 Pasadena, CA 91109-7068 8. X Any deficiency or overpayment of fees should be charged or Attention: John W. Eldredge credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account. 10. \square Explanatory letter is enclosed. 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. By Date: October 26, 1999 Name: John W. Eldredge 626/795-9900 This paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" under 37 CFR § 1.10 Mailing Label No. EL 447087782 U Total number of pages including cover sheet, 3 attachments, and document:

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PATENT REEL: 010355 FRAME: 0202

ASSIGNMENT

WHEREAS, WE, Kenneth W. Baun, and John E. Hoot, residing at 21292 Stonetower Lane, Trabuco Canyon, California 92679, and 1303 S. Ola Vista, San Clemente, California 92672, respectively, have invented certain new and useful improvements disclosed in an application for United States Letters Patent entitled FULLY AUTOMATED TELESCOPE SYSTEM WITH DISTRIBUTED INTELLIGENCE, and executed by us on even date herewith;

AND WHEREAS MEADE INSTRUMENTS CORPORATION, a Delaware corporation, having a place of business at 6001 Oak Canyon, Irvine, California 92620-4205 (hereafter, together with any successors, legal representatives or assigns thereof, called "ASSIGNEE") wants to acquire the entire right, title and interest in and to said improvements and application.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned, transferred and set over, and do hereby sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said improvements, and said application and all divisions and continuations thereof, and all United States Letters Patents which may be granted thereon and all reissues, reexaminations and extensions thereof, and all priority rights under all available International Agreements, Treaties and Conventions for the protection of intellectual property in its various forms in every participating country, and all applications for patents (including related rights such as utility-model registrations, inventor's certificates, and the like) heretofore or hereafter filed for said improvements in any foreign countries, and all patents (including all continuations, divisions, extensions, renewals, substitutes, and reissues thereof) granted for said improvements in any foreign countries; and we hereby authorize and request the United States Commissioner of Patents and Trademarks, and any officials of foreign countries whose duty it is to issue patents on applications as aforesaid, to issue all patents for said improvements to ASSIGNEE in accordance with the terms of this Assignment;

AND WE HEREBY covenant that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith;

AND WE HEREBY further covenant and agree that we will communicate to ASSIGNEE any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuation, substitute and reissue applications, make all rightful oaths and generally do everything possible to aid ASSIGNEE to obtain and enforce proper patent protection for said improvements in all countries.

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PATENT REEL: 010355 FRAME: 0203

IN TESTIMONY WHEREOF, I hereunto set my ha	nd this 12 day of OCTOBER, 19 99.
IN TESTIMONY WHEREOF, I hereunto set my ha	Hellebace
STATE OF Carteriae) COUNTY OF Overing c.)	Kenneth W. Baun
On	
	WITNESS my hand and official seal.
Maria L. Solomon Comm. #1084121 NOTARY PUBLIC CALIFORNIAN ORANGE COUNTY Comm. Exp. Jan. 21, 2000	Signature of Notary

IN TESTIMONY WHEREOF, I hereunto set my hand this 12 day of October, 19 99. John E. Hoot	
STATE OF (alteria) COUNTY OF Graye)	Johnye. Hoot
On	
Maria L. Solomon Comm. #1084121 ORANGE COUNTY Comm. Exp. Jan. 21, 2000	WITNESS my hand and official seal. Maria L Solomore Signature of Notary

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RECORDED: 10/26/1999