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U.S. DEPARTMENT OF COMMERCE

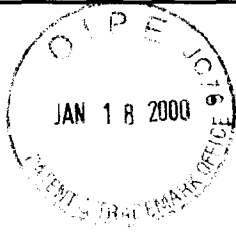
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To the Honorable Commissioner of Patents and Trademarks

and the original documents or copy thereof.

1. Name of Conveying party(ies):

Thomas O. McNamara
Beth A. Kirts
Edward J. Morris



2. Name and address of receiving party(ies)

Cook Incorporated

Street Address: 925 South Curry Pike

City: Bloomington State: IN ZIP: 47402

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

3. Nature of conveyance:

X Assignment ___ Merger
___ Security Agreement ___ Change of Name
___ Other _____

Execution Date: January 6, 2000

Additional name(s) & address(es) attached? ___ Yes X 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. 09/377,293

B. Patent No.

1/19/2000 CCETIN 00000140 132528 09377293 Additional numbers attached? ___ Yes X No

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

Name: Anton P. Ness

Street Address: P.O. Box 2269

City: Bloomington State: IN ZIP: 47402

6. Total number of applications and patents involved

1

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

___ Enclosed

X Authorized to be charged to deposit account

8. Deposit account number: 13-2528

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.

Anton P. Ness

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document 5

CERTIFICATE OF MAILING

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being deposited with the United States Postal Service on the date shown below with sufficient postage as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, DC 20231.

Linda S. Lawson

(Typed or printed name of person mailing paper or fee)

Date: January 12, 2000Linda S. Lawson

(Signature of person mailing paper or fee)

ASSIGNMENT AND AGREEMENT

For value received, We, Thomas O. McNamara, residing at 919 Levering #505, Los Angeles, CA 90024 U.S.A., Beth A. Kirts, residing at 3752 Oak Leaf Drive, Bloomington, IN 47403 U.S.A., and Edward J. Morris, residing at 716 S. Fieldcrest Avenue, Bloomington, IN 47401, U.S.A., hereby sell, assign, and transfer to **Cook Incorporated**, a corporation of the State of Indiana, having an office at 925 South Curry Pike Bloomington, IN, 47402, U.S.A., and its successors, assigns and legal representatives, hereinafter collectively "Cook," the entire right, title and interest, for the United States of America, in and to certain inventions related to "PREFORMED WIRE GUIDE" described in U.S. Provisional Application Serial No. 60/097,056, filed on August 19, 1998, and described in an application for Letters Patent of the United States, filed August 19, 1999, and assigned Serial No. 09/377,293, and all the rights and privileges in said application and under any and all Letters Patent or any continuation, division, renewal, or substitute thereof, and any reissue or re-examination thereof that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to Cook the entire right, title and interest in and to said inventions, which was also described in International application No. PCT/US99/18878, filed on August 19, 1999, for all countries foreign to the United States, including all rights of priority arising from the application aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

We authorize Cook to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from us, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of Cook to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

We request that any and all patents for said inventions be issued to Cook in the United States and in all countries foreign to the United States, or to such nominees as Cook may designate.

We agree that, when requested, we shall, without charge to Cook but at their expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

Date: January 6, 2000

Thomas O. McNamara
Thomas O. McNamara

United States of America)

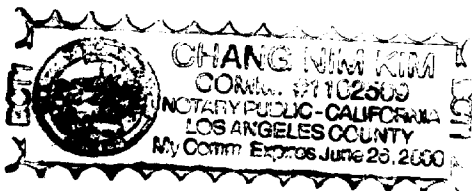
State of ~~Indiana~~ California) ss:

County of Los Angeles)

On this 6 day of January, ²⁰⁰⁰~~1999~~, before me personally came Thomas O. McNamara, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Chy -
Notary Public

My Commission Expires: June 26 2000



Date: November 23, 1999Beth A. Kirts
Beth A. Kirts

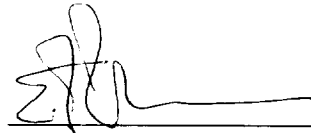
United States of America)

State of Indiana) ss:

County of Monroe)

On this 23rd day of November, 1999, before me personally came Beth A. Kirts, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Karen S. Bradburn
Notary PublicMy Commission Expires: July 24, 2000


Date: 1-6-00

Edward J. Morris

United States of America)

State of Indiana) ss:County of Monroe)

On this 6 day of January, ²⁰⁰⁰ ~~1999~~, before me personally came Edward J. Morris, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.


Notary PublicMy Commission Expires: 10-14-01