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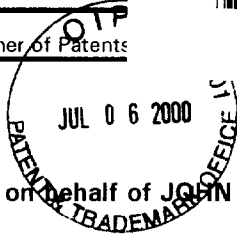
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To the Honorable Commissioner of Patents

Original documents or copy thereof.

Name of conveying party(ies):

Mark GOODMAN
William BISHOP
Linda MABBS-ZENO as Executrix on behalf of JOHANN R. ZENO



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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: June 1, 2000 MABBS-ZENO as Executrix for ZENO, June 16, 2000 - GOODMAN AND BISHOP

Name and address of receiving party(ies):

Name: **UE Systems, Inc.**

Internal Address:

Street Address: **14 Hayes Street**

City: **Alexandria**, State or Country: **VA** Zip: **22310**

Additional name(s) & address(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)

Serial No.: 09/521,306
Filed: March 8, 2000

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Internal Address:

~~07/07/2000 CVDRACHA 00000085 09521306~~

~~04 FC:581 40.00 OP~~

~~07/07/2000 CVDRACHA 00000085 09521306~~ Avenue, 27th Floor

~~04 FC:581 40.00 OP~~

City: New York State: New York Zip: 10022-7513

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

8. Deposit account number:

04-0100

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

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.

Mitchell S. Feller, Reg. No. 42,530
Name of Person Signing

Signature

June 30, 2000
Date

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

ASSIGNMENT

Mark GOODMAN, a citizen of the United States; residing at 21 Lakeview Avenue West, Courtlandt Manor, New York 10566; and

William BISHOP, a citizen of the United States; residing at 57 Clark Street, Pleasantville New York, 10570

Linda MABBS-ZENO, a citizen of the United States; residing at 5610 Shadetree Lane, Alexandria, VA 22310, as Executrix on behalf of **JOHN R. ZENO**; and

(hereinafter called "ASSIGNOR") in consideration of the sum of One Dollar (\$1.00) or the equivalent thereof, and other good and valuable consideration paid to them by **UE SYSTEMS, INC.**, a corporation organized under the laws of the State of **New York**, located at **14 Hayes Street, Elmsford, New York 10523-2536** (hereinafter called the "ASSIGNEE"), do hereby sell and assign to the said ASSIGNEE, its successors and assigns, all their right, title and interest, in and for the United States of America and throughout the world, in and to their invention entitled:

ULTRASONIC DETECTING LUBRICATION APPARATUS WITH ACOUSTICALLY ISOLATED TRANSDUCER

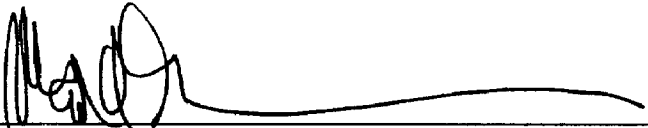
invented by us and described in the application Serial No. 09/521,306 filed March 8, 2000 for United States Letters Patent therefor, filed concurrent herewith, and all divisions, reissues, continuations and extensions and foreign counterparts thereof, the said interest being the entire ownership of the invention and of any Letters Patent therefor throughout the world when granted, to be held and enjoyed by said ASSIGNEE, its successors, assigns or other legal representatives, to the full end of the term for which said Letters patent may be granted, as fully and entirely as the same would have been held and enjoyed by said ASSIGNOR if this assignment and sale had not been made;

And ASSIGNOR hereby agrees to sign and execute any further documents or instruments which may be necessary, lawful, and proper in the prosecution of said above-named application or in the preparation and prosecution of any continuing, continuation-in-part, substitute, divisional, renewal or reissue applications, or in any amendment, extension, or interference proceedings, or any foreign counterpart thereof, or otherwise to secure the title thereto in said ASSIGNEE;

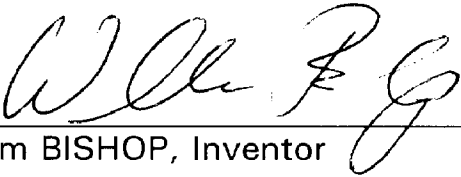
And the said ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any foreign countries to issue said Letters Patent to said ASSIGNEE.

We declare under penalty of perjury under the laws of the United States of America that we have signed this document as our own free act and that all of the foregoing is true and correct.

Dated: 6/16/00


Mark GOODMAN, Inventor

Dated: 6/16/00


William BISHOP, Inventor

Dated: _____

Linda MABBS, as Executrix
on behalf of Inventor JOHN R. ZENO

And the said ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any foreign countries to issue said Letters Patent to said ASSIGNEE.

We declare under penalty of perjury under the laws of the United States of America that we have signed this document as our own free act and that all of the foregoing is true and correct.


Dated: _____

Mark GOODMAN, Inventor

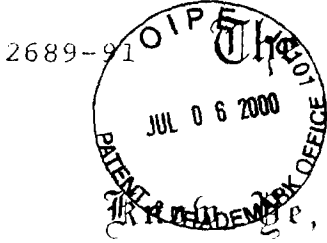
Dated: _____

William BISHOP, Inventor

Dated: 6/1/00



Linda MABBS, as Executrix
on behalf of Inventor JOHN R. ZENO



The People of the State of New York,

To all to whom these presents shall come or may concern.

SEND GREETING:

That we, having inspected the records of our Surrogate's Court in and for the County of New York, do find that on the 19th day of JUNE in the year one thousand nine hundred and 91 by said Court, Letters Testamentary on the estate of

JOHN ZENO AKA JOHN R. ZENO

late of the County of New York, deceased, were granted unto

LYNDA J. MABBS ZENO

the Executrix named in the last Will and Testament of said deceased, and that it does not appear by said Records that said Letters have been revoked.

In Testimony Whereof, we have caused the Seal of the Surrogate's Court of the County of New York to be hereunto affixed

Witness, Honorable RENEE R. ROTH said County, in the City of New York, the 29TH day of year of our Lord one thousand nine hundred and 91

Handwritten signature and official seal of the Surrogate's Court, with the text 'Clerk of the Surrogate's Court.'