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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

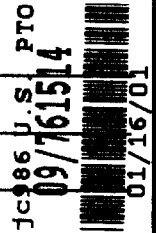
Steven D. Conover
Randal A. Murdza
Margaret B. Stern

1-16-01

2. Name and address of receiving party(ies)

Name: Axsun Technologies, Inc.

Internal Address:



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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: One Fortune Drive

City: Billerica State: MA ZIP: 01821

Execution Date: January 11, 2001

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: January 11, 2001

A. Patent Application No.(s)

B. Patent No.(s)

09/761 514

Additional numbers attached? Yes No

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

Name: J. Grant Houston, Esq.

Internal Address:

Axsun Technologies, Inc.

Street Address: One Fortune Drive

City: Billerica State: MA ZIP: 01821

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

7. Total Fee (37 C.F.R. 3.41)..... \$ 40

- Enclosed
- Authorized to charge any deficiencies or credit any overpayment to deposit account
- Authorized to be charged to deposit account. Recordation fee is included with application filing fee filed concurrently herewith.

8. Deposit account number:

501547

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

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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.

J. Grant Houston, Esq.

Name of Person Signing

Signature

Jan 16, 2001

Date

Total number of pages including cover sheet, attachments, and document: [4]

09761514 501547 1064-US 02-09-2001

ASSIGNMENT

WHEREAS, We, Steven D. Conover, Randal A. Murdza, and Margaret B. Stern, have invented a certain improvement in "Optical Component Installation and Train Alignment Process Utilizing Metrology and Plastic Deformation" described in an application for Letters Patent of the United States, the specification of which:

is being executed on even date herewith and is about to be filed in the United States Patent Office;

was filed on [] as Application No. [];

was patented under U.S. Patent No. [] on [].

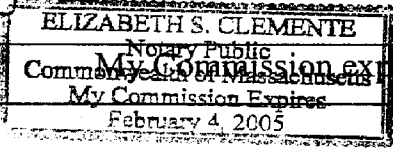
WHEREAS, Axsun Technologies, Inc. (hereinafter "ASSIGNEE"), a corporation organized and existing under the laws of the State of Delaware, and having a usual place of business at One Fortune Drive, Billerica, Massachusetts 01821 desires to acquire an interest therein in accordance with agreements duly entered into with us;

NOW, THEREFORE, to all whom it may concern be it known that for and in consideration of said agreements and of other good and valuable consideration, the receipt of which is hereby acknowledged, I have sold, assigned and transferred and by these presents do hereby sell, assign and transfer unto said ASSIGNEE, its successors, assigns and legal representatives, the entire right, title and interest in and throughout the United States of America, its territories and all foreign countries, in and to said invention as described in said application, together with the entire right, title and interest in and to said application and such Letters Patent as may issue thereon; said invention, application and Letters Patent to be held and enjoyed by said ASSIGNEE for its own use and behalf and for its successors, assigns and 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 by me had this assignment and sale not been made; I hereby convey all rights arising under or pursuant to any and all international agreements, treaties or laws relating to the protection of industrial property by filing any such applications for Letters Patent. I hereby acknowledge that this assignment, being of the entire right, title and interest in and to said invention, carries with it the right in ASSIGNEE to apply for and obtain from competent authorities in all countries of the world any and all Letters Patent by attorneys and agents of ASSIGNEE's selection and the right to procure the grant of all such Letters Patent to ASSIGNEE for its own name as assignee of the entire right, title and interest therein;

AND, I hereby further agree for myself and my executors and administrators to execute upon request any other lawful documents and likewise to perform any other lawful acts which may be deemed necessary to secure fully the aforesaid invention to said ASSIGNEE, its successors, assigns and legal representatives, but at its or their expense and charges, including the execution of applications for patents in foreign countries, and the execution of substitution,

reissue, divisional or continuation applications and preliminary or other statements and the giving of testimony in any interference or other proceeding in which said invention or any application or patent directed thereto may be involved;

AND, I do hereby authorize and request the Commissioner of Patents of the United States to issue such Letters Patent as shall be granted upon said application or applications based thereon to said ASSIGNEE, its successors, assigns, and legal representatives.

Inventor's Signature:		<i>SDC</i>
		Steven D. Conover
State/Commonwealth		
of	<i>Massachusetts</i>	
County of	<i>Middlesex</i>	
Then personally appeared before me the above-named Steven D. Conover and acknowledged that he/she executed the foregoing instrument as his/her free act and deed this <u>11th</u> day of <u>January</u> , 2001.		
(SEAL)	<i>Elizabeth S. Clemente</i>	Notary Public
		(print name)
		My Commission expires <u>02/04/2005</u>

Inventor's Signature:

Randal A. Murdza

Randal A. Murdza

State/Commonwealth

Massachusetts

of

County of

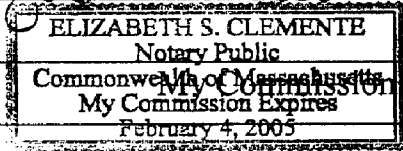
Middlesex

Then personally appeared before me the above-named Randal A. Murdza and acknowledged that he/she executed the foregoing instrument as his/her free act and deed this 11th day of January, 2001.

(SEAL)

Elizabeth S. Clemente

Notary Public



(print name)

My Commission Expires 02/04/2005

Inventor's Signature:

Margaret B. Stern
Margaret B. Stern

State/Commonwealth

of

Massachusetts

County of

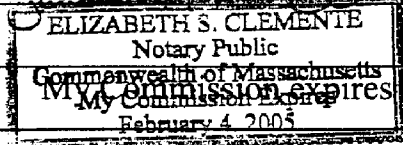
Middlesex

Then personally appeared before me the above-named Margaret B. Stern and acknowledged that he/she executed the foregoing instrument as his/her free act and deed this 11th day of January, 2001.

(SEAL)

Elizabeth S. Clemente

Notary Public



(print name)

My Commission Expires 02/04/05