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08-01-2001



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Attorney's Docket No. 017750-154

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

1. Name of conveying party(ies):
 Martin Marietta Corporation **7-2501**

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

Other: _____

Execution Date: January 28, 1996

2. Name and address of receiving party(ies):
 Name: Lockheed Martin Corporation
 Address: 6801 Rockledge Drive
Bethesda, Maryland 21619

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)
08/391,263

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Frederick G. Michaud, Jr.
 Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.
P.O. Box 1404
Alexandria, Virginia 22313-1404

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, if necessary

8. Deposit account number:
02-4800

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.

Patrick C. Keane, Reg. No. 32,858
 Name of Person Signing

Signature

July 25, 2001
 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

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

07/31/2001 6TDN11 00000109 08391263
01 FC:581 40.00 OP

**AGREEMENT
RELATING to PATENTS
and
PENDING PATENT APPLICATIONS**

This Agreement by and between Lockheed Martin Corporation, a Maryland corporation having its principal office at 6801 Rockledge Drive, Bethesda, Maryland 20817, United States of America, and Martin Marietta Corporation, a Maryland corporation also having its principal office at 6801 Rockledge Drive, Bethesda, Maryland 20817, United States of America,

WITNESSETH THAT:

WHEREAS Martin Marietta Corporation is a wholly owned subsidiary of Lockheed Martin Corporation; and

WHEREAS Lockheed Martin Corporation intends to effect a statutory merger with Martin Marietta Corporation, whereby Martin Marietta Corporation shall be merged into Lockheed Martin Corporation so that, by operation of law, Martin Marietta Corporation shall cease to exist and Lockheed Martin Corporation shall be the sole surviving corporation; and

WHEREAS Lockheed Martin Corporation, as a result of said statutory merger, shall be the successor in interest to all assets (including all patents and pending patent applications in the United States of America and in other countries) of Martin Marietta Corporation; and

WHEREAS it is expedient to provide documentation for recordal in the United States of America and in other countries as evidence of the succession by Lockheed Martin Corporation to all right, title and interest in said patents and pending patent applications of Martin Marietta Corporation; and

WHEREAS, for purposes of recording said documentation in particular jurisdictions, it is expedient for said documentation to exhibit certain aspects of an assignment document — although said documentation must not imply a transfer of assets in any manner other than as a concomitant of said statutory merger; and

WHEREAS it is the intent of both Lockheed Martin Corporation and Martin Marietta Corporation that said documentation be construed only as a means for accommodating the recordal of Lockheed Martin Corporation's succession in interest by operation of law to all right, title and interest in said patents and pending patent applications of Martin Marietta Corporation, and that said documentation

not be construed as indicating a transfer of assets in any sense (e.g., in the sense of causing a taxable event) other than as a concomitant of said statutory merger;

NOW THEREFORE, in consideration of the foregoing premises and the mutual promises contained therein, and of the sum of one dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Martin Marietta Corporation does hereby assign unto Lockheed Martin Corporation, effective as of 11:58 p.m. Eastern Standard Time on January 28, 1996, substantially contemporaneously with the aforesaid statutory merger, all right, title and interest in and to said patents and pending patent applications owned by Martin Marietta Corporation at the time of said merger, including continuations and divisions thereof, and the worldwide rights to inventions described in said patents and pending patent applications, together with the right to sue and collect damages for past, present or future infringements thereof, the same to be held and enjoyed by Lockheed Martin Corporation for its own use, and for the use of its successors, assigns and representatives.

IN WITNESS WHEREOF, I have set my hand hereto in Bethesda, Maryland, United States of America, with effect as of January 28, 1996.

Martin Marietta Corporation

Jennifer E. Bashaw

Jennifer E. Bashaw
Assistant Secretary

State of Maryland, U. S. A.

County of Montgomery

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On this 6th day of June, 1997, before me appeared Jennifer E. Bashaw, to me known, and known to me to have been an Assistant Secretary of Martin Marietta Corporation, the assignor named in the foregoing Agreement, and she acknowledged to me that she executed the foregoing Agreement on behalf of said assignor and pursuant to authority duly received.

Dana L. Bennett
Notary Public

DANA L. BENNETT
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 21, 1999