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To the Honorable Commissioner of Patents and Trademarks, Wash., D.C. 20231

SIR: Please record the attached original document or copy thereof on which the particulars are:

1. Name of conveying party(ies) (assignor(s)):

Brewster LaMacchia

Additional name(s) of conveying party(ies) attached? []yes [X]no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Address: Momentum Data Systems, Inc.
17330 Brookhurst St., Suite 230, Fountain Valley California 92708

Country: USA

Additional name(s) & address(es) attached? []yes [X]no

3. Nature of Conveyance:

- Assignment Execution Date: 03/15/01
- Merger Change of Name Verified Translation
- Security Agreement Other _____

4. Execution date(s) on the Declaration if filed herewith: N/A

4a. Application number(s) or patent number(s). Others on additional sheet(s) attached? []yes [X]no

A. Patent Application No(s). First Inventor (series code/serial number) if not in Item 1
09/973,903 (based on provisional application)

B. Patent No(s). First Inventor if not in Item 1

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

J. Michael Martinez de Andino
Hunton & Williams
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219-4074
Phone 804-788-7216, Fax 804-788-8218

6. Number involved:
Applns. 1 + Pats: _____ = Total 1

7. A check in the amount listed below is attached:

Above Total x \$40 = \$40.00

8. If above fee missing or inadequate charge insufficiency to Deposit Account number 08-3436 (duplicate sheet not required.)

5.5 Atty. Dkt.


58537.000013

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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.

10. Total number of pages including this cover sheet 6
(Do NOT file dup. cover sheet)


Signature

Attorney: David E. Baker, Esq.
Reg. No. 42,285

Date: October 23, 2001

01/07/2002 DEYRNE 00000174 09973903

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40.00 OP

United States Patent Assignment

This United States Patent Assignment ("Assignment"), made by and between **Brewster LaMacchia**, a citizen of the United States of America and resident of Andover, Massachusetts, having a postal address of 16 Pleasant Street, Andover, Massachusetts 01810 ("Assignor") and **Momentum Data Systems, Inc.**, a California corporation having a principal place of business at 17330 Brookhurst St, Suite 230, Fountain Valley, CA 92708 ("Assignee"), provides as follows.

Recitals.

Whereas, Assignor, as a co-inventor with **Robin Clark**, a citizen of the United Kingdom and resident of New Fairfield Connecticut, having a postal address of 8 Great Meadow Road, New Fairfield, Connecticut 06812, **Jeff Boyle**, a citizen of the United States of America and resident of Brookfield, Connecticut, having a postal address of 56 Mountainview Drive, Brookfield, Connecticut, 06804, and **Douglas Main, Jr.**, a citizen of the United States of America and resident of Newtown, Connecticut, having a postal address of 42 The Old Road, Newtown, Connecticut 06470 (Co-inventors) jointly owns the right, title and interest in and to the United States patent application(s) ("Applications") set forth on Schedule A hereto and the inventions ("Inventions") therein disclosed and claimed (collectively, the "Patents, Applications and Inventions"), and has the unrestricted right to sell, assign and transfer Assignor's right, title and interest in and to the Patents, Applications and Inventions; and

Whereas, Assignee is desirous of acquiring Assignor's entire right, title and interest in and to the Patents, Applications and Inventions.

Assignment.

Now, therefore, for one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has sold and by these presents does hereby sell, assign, transfer and convey unto Assignee, its successors and assigns Assignor's entire right, title and interest in and to the Patents, Applications and Inventions and in and to any and all applications based thereon, all continuations, continuations-in-part, continuing prosecution applications, or divisions thereof, and in and to any and all letters patent of the United States of America and all countries foreign thereto and reissues and extensions thereof which may be granted therefor or thereon, for the full term for which said letters patent may be granted, together with the right to claim the priority of any patent application included therein, to be held and enjoyed by said Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by the Assignor if this assignment and sale had not been made.

Assignor covenants and agrees without further compensation, to promptly at any time upon the request of the Assignee, its successors and assigns, provide such further information and execute such further assignments and documents and do all lawful acts with respect to the Patents, Applications and Inventions that may be necessary or desirable to perfect title thereto in

the Assignee, its successors or assigns, and to obtain patents therefor, or in any interference proceedings or for any divisions, continuations or continuation-in-part patent applications relating thereto.

Assignor warrants and represents to Assignee that Assignor and Co-inventors have full and unencumbered legal and equitable title to the Patents, Applications and Inventions and that no other person, firm, corporation or entity has been granted any rights by said Assignor in or to the Patents, Applications and Inventions.

Witness the following signature, made as of the date set forth.

Assignor:

Brewster LaMacchia
Brewster LaMacchia

Date: 15-MAR-01

State of CT,
City/County of Fairfield:

Before me personally appeared Brewster LaMacchia, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he executed the same for the purpose therein stated, this the 15th day of march, 2001.

My commission expires: 11/30/2005
Bonnie Pace
Notary Public

BONNIE PACE
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2005

HUNTON & WILLIAMS
JUN 11 2001

Schedule A

Patent(s):

<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>
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Patent Application(s):

<u>Serial No.</u>	<u>Filing Date</u>	<u>Title</u>
Unassigned*	October 10, 2000	HI-RAIL VEHICLE-BASED RAIL INSPECTION SYSTEM

*Filed under Attorney Docket
No. 2000800-2719

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