

06-04-2002

Attorney Docket Number: COGN-008



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COVER SHEET

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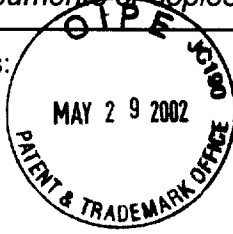
To The Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copies thereof:

1. Names of conveying parties:

Avner Segev
Israel Lasker
Yishai Galatzer

5-29-02

Additional Names Attached? Yes No



2. Name and address of receiving party:

CogniTens Ltd.
55 Hanivim Street
P. O. Box 1713
Ramat Hasharon, 47282
Israel

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates: May 19, 2002

Additional Names 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):

10/044,830, filed January 12, 2002

B. Patent No(s):

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

Richard A. Jordan, Esq.
P. O. Box 81363
Wellesley Hills, MA 02481-0004

6. Total no. of applications and patents involved: 1

7. Total fee (37 C.F.R. 3.41): \$40.00

Check enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.
(Duplicate copy attached)

9. 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.

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Date: May 20, 2002

Richard Jordan

Richard A. Jordan
Reg. No. 27,807

PATENTS

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ASSIGNMENT

Whereas, we,

Avner Segev, 5 A. Katzin St., 43241 Raanana, Israel;

Israel Lasker, 7 Barqan Street, 44288 Kfar Saba, Israel; and

Yishai Galatzer, Hacharish Street, Neve Mivtach 133, Israel,

have made certain inventions or discoveries (or both) set forth in a provisional application for Letters Patent of the United States of America entitled Optical Three-Dimensional Digital Imaging And Mensuration System For Industrial Applications, which application was filed on January 12, 2002, as U. S. Patent Application Serial No. 10/044,830; and

Whereas CogniTens Ltd., a corporation having a place of business at 55 Hanivim Street, P. O. Box 1713, Ramat Hasharon, 47282, Israel, and who, together with its successors and assigns is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits and privileges hereinafter recited;

Now, therefore, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer and convey to Assignee the entire right, title and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation and Convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications and said Letters Patent;

2. Authorize Assignee to file patent applications in any or all countries on any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under the International Convention or otherwise;

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title and interest therein or otherwise as Assignee may direct;

4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications or patents or any license to use the same or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to Assignee without encumbrance;

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5. Bind our heirs, legal representatives and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; and to furnish Assignee with any and all documents, photographs, models, samples and other physical exhibits in our control or in the control of our heirs, legal representatives or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries.

In testimony of which we have signed our names below on the date(s) indicated.



Avner Segev
Inventor

May 19/2002
Date



Israel Lasker
Inventor

May 19 2002
Date



Yishai Galatzer,
Inventor

May 19 2002
Date