



Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

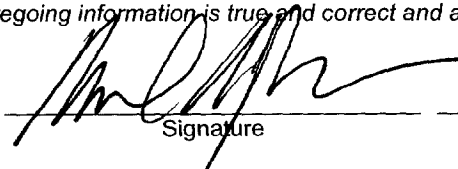
<p>1. Name of conveying party(ies): Phaethon Communications Inc.</p> <p style="text-align: center; font-size: 2em;">1.22 03</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Teraxion Inc.</u> Internal Address: _____ Street Address: <u>360 Franquet Street Suite 20</u> City: <u>Sainte-Foy</u> State: <u>Quebec, Canada</u> Zip: <u>G1P 4N3</u> Additional name(s) &amp; address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:  <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____            Execution Date: <u>December 2, 2002</u> </p>	

4. Application number(s) or patent number(s):  
 If this document is being filed together with a new application, the execution date of the new application is: \_\_\_\_\_  
 A. Patent Application No.(s): 09/870,925  
 B. Patent No.(s): \_\_\_\_\_  
 Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:            Name: <u>Michael A. Papalas Fulbright &amp; Jaworski L.L.P.</u>            Internal Address: <u>Atty. Dkt.: 60901/P009US/10105852</u>            Street Address: <u>2200 Ross Avenue, Suite 2800</u>            City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75201-2784</u></p>	<p>6. Total number of applications and patents involved: _____            7. Total fee (37 CFR 3.41) \$ <u>40.00</u>  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)            8. Deposit account number: <u>06-2380</u>            (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Michael A. Papalas  January 17, 2003  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 6

**Recordation Form Cover Sheet**

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as Express Mail, Airbill No. EV259595150US, in an envelope addressed to: Box Assignment, Commissioner for Patents, Washington, DC 20231, on the date shown below.

Dated: January 17, 2003 Signature: Rita Carr (Rita Carr)

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**PATENT ASSIGNMENT**


WHEREAS, PHAETHON COMMUNICATIONS INC. a duly constituted corporation having its place of business at 5005 Brandin Ct., Fremont, California, United States ("Assignor"), is the exclusive owner of the following United States and International patent applications listed on the attached Schedule A (the "Patent Applications");

WHEREAS, TERAXION INC. a duly constituted corporation having its place of business at 360, Franquet Street, Suite 20, Sainte-Foy, Québec, Canada, G1P 4N3 ("Assignee"), is desirous of obtaining the entire right, title and interest in, to, and under the Patents and any and all United States Letters Patents and Letters Patents of foreign countries that may be or have been issued on the inventions disclosed in the Patent Applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers, and sets over unto Assignee, its successors and assigns, the entire right, title and interest of Assignor in, to and under the Patent Applications and any and all Letters Patent of the United States or foreign countries which may be or have been issued on the inventions disclosed in the Patent Applications including any and all national phase entries of the International Patent Applications, all divisions, reissues and continuations thereof, and all inventions disclosed therein, together with all claims for damages by reason of past or future infringement, with the right to sue for and collect the same for the use and benefit of Assignee and its successors and assigns.

This Patent Assignment is being delivered subject to and pursuant to the terms and conditions of an Asset Purchase Agreement, dated November 26<sup>th</sup>, 2002, entered into by Assignor and Assignee, among others (the "Purchase Agreement"). The rights and obligations of Assignor and Assignee set forth in the representations, warranties, covenants, indemnities, agreements and other terms and provisions of the Purchase Agreement shall be neither limited, altered or impaired nor enhanced or enlarged hereby or by performance hereunder.

IN WITNESS WHEREOF, Assignor has executed and delivered this Assignment on December 2, 2002.

PHAETHON COMMUNICATIONS INC.  
By:   
Name: Stanley Speelman  
Title: President and CEO

**READ AND APPROVED**

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
at \_\_\_\_\_ City \_\_\_\_\_ Country

By: \_\_\_\_\_

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

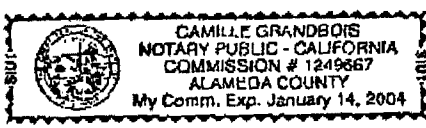
State of California

County of Alameda

On Dec. 2, 2000 before me,

Dec. 2, 2000 Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")  
personally appeared Hanley Speelman Name(s) of Signer(s)

personally known to me - OR -  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: Patent Assignment

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Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

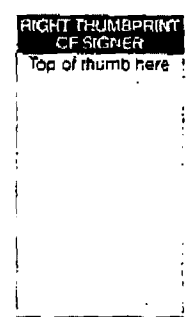
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Signer Is Representing: \_\_\_\_\_

## SCHEDULE A TO PATENT ASSIGNMENT

### US Applications:

<u>Invention</u>	<u>Country</u>	<u>Application No.</u>	<u>Filing Date</u> (mm/dd/yy)
Efficient Sampled Gratings for WDM applications	US	09/757,386	01/08/01
Manufacturing a Fiber Bragg Grating and a Mask Used in the Fabrication of a Fiber Bragg Grating	US	09/957,443	09/18/01
Lithographic Fabrication of Phase Mask for Fiber Bragg Gratings	US	09/883,081	06/15/01
Fiber Bragg Grating Phase Masks for Multi-Channel Sampling Applications	US	10/056,575	01/23/02
Embodying Amplitude Information into Phase Masks	US	10/154,505	05/24/02
Manufacturing Fiber Bragg Gratings for use in Multiple Channel Systems	US	09/957,690	09/19/01
Grating Writing Systems based on an Acousto-Optic Element	US	09/878,122	06/08/01
Method and Apparatus for Producing Fiber Bragg Gratings using a Telescope	US	09/929,878	08/14/01

**US Applications (cont'd)**

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<u>Invention</u>	<u>Country</u>	<u>Application No.</u>	<u>Filing Date</u> (mm/dd/yy)
Free-Space Diffraction Measurement of a Phase Mask For Fabrication of a Waveguide Bragg Grating	US	09/870,925	05/30/01
Tuning of Dispersion by Adjusting Transmitter Frequency of Input Optical Signal with a NonLinearly Chirped Fiber Bragg Grating	US	09/756,992	01/08/01
Tunable Optical dispersion By Using Two Fiber Bragg Gratings	US	09/826,294	04/03/01
Chromatic Dispersion Managed Optical Add/Drop MUX	US	09/851,884	05/09/01
Fiber Bragg Grating Stretching Mechanism with integrated thermal solution	US	09/924,784	08/08/01
Optical Fiber Bragg Grating Tuning Device	US	10/062,577	01/30/02
Monitoring of Signal Quality By Nonlinear Transformation	US	09/961,042	09/21/01
Low Cost Wave Plate Emulator For Polarization Control in a Fiber Optic System	US	09/940,183	8/27/01
PMD Compensator Parallel Monitoring and Control Architecture	US	10/134,879	04/29/02

**International applications:**

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<u>Title</u>	<u>Country</u>	<u>Application No.</u>	<u>Filing Date</u> (mm/dd/yy)
Efficient Sampled Bragg Gratings for WDM Applications	PCT	PCT/US01/29233	09/19/01
Manufacturing a Fiber Bragg Grating and a Mask used in the Fabrication of a Fiber Bragg Grating	PCT	PCT/US01/29178	09/19/01
Lithographic Fabrication of Phase mask for Fiber Bragg Gratings	PCT	PCT/US02/00241	01/04/02
Optical Fiber Bragg Grating Tuning Device	PCT	PCT/US02/05007	02/01/02
Tunable Optical Dispersion By Using Two Fiber Bragg Gratings with Nonlinear Group Delays	PCT	PCT/US01/29182	09/19/01