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To the Director of the United States Patent and Trademark Office, Wash., D.C. 20231

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

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FINANCE SECTION

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

Momentum Data Systems, Inc.

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

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

Address: Sperry Rail, Inc.
46 Shelter Rock Road, Danbury, Connecticut 06810
Country: United States of America

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

3. Nature of Conveyance:

[X] Assignment Execution Date(s): 3/15/01
[] Merger [] Change of Name [] Verified Translation
[] Note:

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

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

A. Patent Application No(s).
(series code/serial number)
10/043,494

B. Patent No(s).

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

J. Michael Martinez de Andino, Esq.
HUNTON & WILLIAMS
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219-4074
(804) 788-7216 telephone
(804) 343-4549 facsimile

6. Number involved:
Applns. 1 + Pats: = Total 1
7. Amount of the \$40.00 fee is to be charged to
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5.5 Atty. Dkt. 58537.000037

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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.

Signature

Attorney: David E. Baker, Esq.
Reg. No. 42,285
Tel: 804-788-8762 Fax: 804-343-4598

10. Total number of pages
including this cover sheet
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Date: May 12, 2003

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PATENT
REEL: 014060 FRAME: 0575

United States Patent Assignment

This United States Patent Assignment ("Assignment"), made by and between **Momentum Data Systems, Inc.**, a California corporation having a principal place of business at 17330 Brookhurst St, Suite 230, Fountain Valley, CA 92708 ("Assignor") and **Sperry Rail, Inc.**, a Connecticut corporation having a principal place of business at 46 Shelter Rock Road, Danbury, Connecticut 06810 ("Assignee"), provides as follows.

Recitals.

Whereas, Assignor, jointly owns a 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 such 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, on its own behalf and on behalf of its successors and assigns, 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 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:

Momentum Data Systems, Inc.

By:

Jerry Purcell

Jerry Purcell, President

Date: Mar 15, 2001

State of CT
City/County of Fairfield :

Before me personally appeared Jerry Purcell, 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 15 day of march, 2001.

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

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

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