

5-12-03

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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:

1. Name of conveying party(ies) (assignor(s)):  
**Robin Clark and Jeff Boyle**  
 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:  
 Assignment Execution Date(s): **3/14/01 and 3/14/01**  
 Merger [ ] Change of Name [ ] Verified Translation  
 **Note: Douglas Main, Jr. was deleted as an inventor on this Continuation-In-Part Application**

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) <b>10/043,494</b>	B. Patent No(s).
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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 Deposit Account No. 08-3436:  
   Above Total x \$40 = \$40.00  
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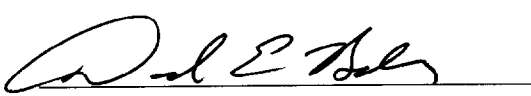
5.5 Atty. Dkt. 58537.000037

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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 (Do NOT file dup. cover sheet) **8**

Date: May 12, 2003

05/14/2003 DBYRME 00000170 083436 10043494  
01 FC:8021 40.00 CH

## United States Patent Assignment

This United States Patent Assignment ("Assignment"), made by and between **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 ("Assignors") 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, Assignors along with **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 (Co-inventor") jointly own the entire 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 have the unrestricted right to sell, assign and transfer Assignors' right, title and interest in the Patents, Applications and Inventions; and

Whereas, Assignee is desirous of acquiring the 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, Assignors have sold and by these presents do hereby sell, assign, transfer and convey unto Assignee, its successors and assigns Assignors' 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 Assignors if this assignment and sale had not been made.

Assignors covenant and agree, on their own behalf and on behalf of their 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.

Assignors warrant and represent to Assignee that no other person, firm, corporation or entity has been granted any rights by said Assignors in or to the Patents, Applications and Inventions.

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

Assignors:

Robin Clark

**Robin Clark**

Date: 3/14/01

State of CT  
City/County of Fairfield:

Before me personally appeared Robin Clark, 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, 2000.

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

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

**HUNTON & WILLIAMS**

**JUN 1 1 2001**

**PATENT**  
**REEL: 014060 FRAME: 0589**

Jeff Boyle  
Jeff Boyle

Date: 3/14/01

State of CT  
City/County of Fairfield:

Before me personally appeared Jeff Boyle, 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<sup>th</sup> day of March, 2000.

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

**PATENT**  
**REEL: 014060 FRAME: 0590**

  
\_\_\_\_\_  
Douglas Main, Jr.

Date: 3/14/01

State of CT  
City/County of Fairfield:

Before me personally appeared Douglas Main Jr., 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 14<sup>th</sup> 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 1 1 2001

**PATENT**  
**REEL: 014060 FRAME: 0591**

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>
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Unassigned*	October 10, 2000	HI-RAIL VEHICLE-BASED RAIL INSPECTION SYSTEM
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\*Filed under Attorney Docket  
No. 2000800-2719

HUNTON & WILLIAMS

JUN 1 1 2001