



Docket No.: 66638/37454

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To the Honorable Commissioner 102540938

attached original documents or copy thereof.

1. Name of conveying party(ies): Carey A. Smith
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: The Boeing Company
Internal Address: 100 N. Riverside
Street Address: 100 N. Riverside
City: Chicago State: IL Zip: 60606
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: August 21, 2003

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: Herewith
A. Patent Application No.(s) To Be Assigned 10/649920
B. Patent No.(s)
Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Caroline G. Chicoine
Internal Address: Thompson Coburn LLP
Street Address: One US Bank Plaza
City: St. Louis State: MO Zip: 63101-9928

6. Total number of application and patents involved: 1
7. Total fee (37 CFR 3.41) \$40.00
[] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 20-0823
(Attach duplicate copy of this page if paying by deposit account)

09/04/2003 ECDOPER 00000002 200823 10649920
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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.
Caroline G. Chicoine Name of Person Signing
Signature
8/25/2003 Date

Total number of pages including cover sheet, attachments, and documents: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments, P.O. Box 1450, Alexandria, VA 22313-1450.

03917 U.S. PTO 10/649920 08/26/03

ASSIGNMENT

WHEREAS, I, Carey A. Smith of 5234 Meadowridge Ct., Camarillo, California 93012, have invented certain new and useful improvements for a *State Space Wavefront Reconstructor for Adaptive Optics Control* for which I have this same day executed an application for Letters Patent in the United States identifying me as the sole inventor thereof (said application being identified as Thompson Coburn LLP, Docket 66638/37454); and

WHEREAS, The Boeing Company, a Corporation of the State of Delaware having its principal office and place of business at 100 N. Riverside, Chicago, Illinois 60606, is desirous of acquiring the entire right, title and interest in and to said invention and improvements as disclosed in said application, in and to said application, and in and to the patent to be obtained thereon.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt and adequacy of all of which are hereby acknowledged, I, Carey A. Smith, have sold, assigned and transferred and do hereby sell, assign and transfer unto said The Boeing Company, its successors or assigns, the entire right, title and interest in and to said invention and improvements as the same are disclosed in said application which was executed by me concurrently herewith preparatory to filing for Letters Patent, in and to said application, and in and to any Letters Patent, including divisionals, continuations, reissues, reexaminations and extensions to be obtained therefor in the United States and all foreign countries; and I further agree to cooperate with the assignee hereunder in the obtaining and sustaining of any and all such Letters Patent as the assignee may desire to apply for, but at the expense of said assignee.

The Commissioner of Patents or other proper official is hereby authorized and requested to issue said Letters Patent to said The Boeing Company in accordance with this Assignment. The undersigned hereby authorizes and requests the attorneys of record in said application(s) to insert in this Assignment the serial number, filing date, and date of execution of said application(s).

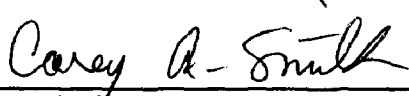
For said considerations, the undersigned hereby agrees, upon the request and at the expense of said Assignee, to execute any divisional, continuation, continuation-in-part or substitute application for said invention or improvements, and any oath or affidavit relating thereto, and any

application for the reissue or extension of any Letters Patent that may be granted upon said application(s), and, in the event of any application or Letters Patent assigned herein becoming involved in an interference, to cooperate to the best of the ability of the undersigned in the matters of preparing and executing the preliminary statement and giving and producing evidence in support thereof. The undersigned agrees to perform, upon request, any affirmative acts to obtain said Letters Patent of the United States and vest in said Assignee all rights therein, whereby said Letters Patent will be held and enjoyed by said Assignee, to the full end of the term for which said Letters Patent may be granted as fully and entirely as the same would have been held and enjoyed by the undersigned if this assignment has not been made.

And for said consideration, the undersigned hereby assigns to said Assignee the entire right, title and interest in said invention or improvements for all foreign countries, including all priority rights, and agrees to execute, at the request of said Assignee, all documents in connection with any application for foreign Letters Patent therefor.

IN WITNESS WHEREOF, I have hereunto set my hand the 21 day of

August, 2003.



Carey A. Smith