

RECORDATION FORM COVER SHEET
PATENTS ONLY

Atty Ref/Docket No.: 1376.713US1

Patent and Trademark Office

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

1. Name of conveying party(ies):

Gregory W. Pautsch and Adam Pautsch

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: May 25, 2005, May 25, 2005

2. Name and address of receiving party(ies):

Name: Cray Inc.

Street Address: 411 First Avenue S
Suite 600

City: Seattle State: WA Zip: 98104-2860

Additional name(s) & address(es) 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)

B. Patent No.(s)

Serial No. 11/075,832, filed March 9, 2005

Additional numbers attached? Yes No

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

Name: Peter C. Maki

Address: Schwegman, Lundberg, Woessner & Kluth, P.A.
P.O. Box 2938
Minneapolis, MN 55402

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Please charge any additional fees or credit any over payments to our Deposit account number: 19-0743

DO NOT USE THIS SPACE

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.

Peter C. Maki/Reg. No. 42,832
Name of Person Signing

Peter C. Maki
Signature

6/16/05
Date

Total number of pages including cover sheet: 3

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

ASSIGNMENT

WHEREAS, We, Gregory W. Pautsch, residing at 21463 40th Avenue, Chippewa Falls, WI 54729, and Adam Pautsch, residing at 1316 Randall Court, Madison, WI 53715, made certain new and useful inventions and improvements for which we filed an application for Letters Patent of the United States on March 9, 2005, which application was assigned U.S. patent application serial number 11/075.832, and is entitled METHOD AND APPARATUS FOR COOLING ELECTRONIC COMPONENTS:

AND WHEREAS, Cray Inc., a corporation organized and existing under and by virtue of the laws of the State of Washington, and having an office and place of business at 411 First Avenue S, Suite 600, Seattle, WA 98104-2860 (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to said inventions, improvements and application and in and to the Letters Patent to be obtained therefor;

NOW, THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, we have sold, assigned, and transferred, and by these presents do sell, assign and transfer unto said Assignee, its successors or assigns, the entire right, title and interest for all countries in and to all inventions and improvements disclosed in the aforesaid application, and in and to the said application, all divisions, continuations, continuations-in-part, or renewals thereof, all Letters Patent which may be granted there from, and all reissues or extensions of such patents, and in and to any and all applications which have been or shall be filed in any foreign countries for Letters Patent on the said inventions and improvements, including an assignment of all rights under the provisions of the International Convention, and all Letters Patent of foreign countries which may be granted there from; and we do hereby authorize and request the Commissioner of Patents and Trademarks to issue any and all United States Letters Patent for the aforesaid inventions and improvements to the said Assignee as the assignee of the entire right, title and interest in and to the same, for the use of the said Assignee, its successors and assigns.

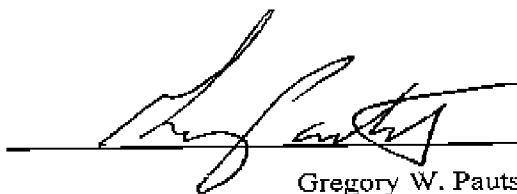
AND, for the consideration aforesaid, we do hereby agree that we and our executors and legal representatives will make, execute and deliver any and all other instruments in writing including any and all further application papers, affidavits, assignments and other documents, and will communicate to said Assignee, its successors and representatives all facts known to us relating to said improvements and the history thereof and will testify in all legal proceedings and generally do all things which may be necessary or desirable more effectually to secure to and vest in said Assignee, its successors or assigns the entire right, title and interest in and to the said improvements, inventions, applications, Letters Patent, rights, titles, benefits, privileges and advantages hereby sold, assigned and conveyed, or intended so to be.

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AND, furthermore, we covenant and agree with said Assignee, its successors and assigns, that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by us and that full right to convey the same as herein expressed is possessed by us.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 25 day of

May, 2005.



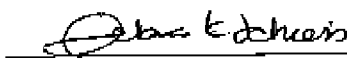
Gregory W. Pautsch

STATE OF Wisconsin)

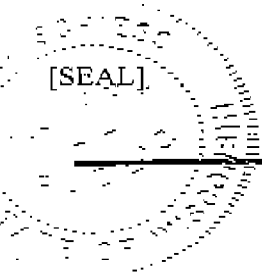
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COUNTY OF Dane)

On this 25 day of may, 2005 before me personally appeared Gregory W. Pautsch, to me known and known to me to be the person described in and who executed the foregoing instrument, and he/she duly acknowledged to me that he/she executed the same for the uses and purposes therein set forth.



Notary Public Exp NOV 5, 2006



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IN TESTIMONY WHEREOF, I have hereunto set my hand this 25 day of

May, 2005.



Adam Pautsch

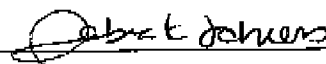
STATE OF Wisconsin)

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COUNTY OF Dane)

On this 25 day of may, 2005 before me personally appeared Adam Pautsch, to me known and known to me to be the person described in and who executed the foregoing instrument, and he/she duly acknowledged to me that he/she executed the same for the uses and purposes therein set forth.

[SEAL]



Notary Public

Exp Nov 5, 2006