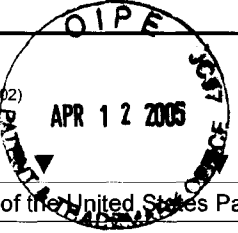
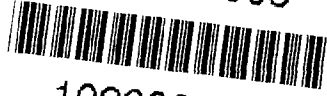


FORM PTO-1595 (Modified)
(Rev. 03-01)
OMB No. 0651-0027 (exp.5/31/2002)
P08A/REV03



04-15-2005



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Tab settings → → →

To the Director of the United States Patent and Trademark Office

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Jeffrey P. Kennedy
Alan P. Magerman
Stephen L. Maddox

Additional names(s) of conveying party(ies) Yes No

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

Name: Xenonics, Inc.

Address: 2236 Rutherford Road, Suite 123

City: Carlsbad State/Prov.: CA

Country: United States ZIP: 92612

Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: March 8, 2005

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No.	Filing date
11/060,903	February 18, 2005

B. Patent No.(s)

Additional numbers Yes No

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

Name: Daniel L. Dawes
Registration No. 27,123
Address: Myers Dawes Andras & Sherman LLP
1990 MacArthur Boulevard, Suite 1150

04/14/2005 ECDOPER 00000205 11060903

01 FC:8021

40.00 DP

City: Irvine State/Prov.: CA
Country: United States ZIP: 92612

6. Total number of applications and patents involved: 1

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

- Enclosed - Any excess or insufficiency should be credited or debited to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

01-1960

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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.

Daniel L. Dawes
Name of Person Signing

Signature

April 8, 2005
Date

4

Total number of pages including cover sheet, attachments, and

4-12-05

ASSIGNMENT

For good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR(s);

Jeffrey P. Kennedy, Alan P. Magerman and Stephen L. Maddox

hereby sells, assigns and transfers to ASSIGNEE, Xenonics, Inc., a Delaware Corporation, whose business address is 2236 Rutherford Road, Suite 123, Carlsbad, California 92008, and the successors, assigns and legal representatives of the ASSIGNEE all of its right, title and interest for the United States and its territorial possessions and in all foreign countries in and to, any and all improvements which are disclosed in the inventions and patents entitled:

PORTABLE LONG RANGE SEARCHLIGHT WITH TELESCOPIC VIEWING AND IMAGING SYSTEMS

and which is found in

- (a)___ U.S. provisional application filed herewith and listing the above-named persons as inventors
- (b)___ U.S. patent application filed herewith and listing the above named persons as inventors
- (c) X U.S Application Serial No. 11/060,903, filed on February 18, 2005
- (d)___ U.S. Patent No. _____, issued on _____

and any legal equivalent thereof in a foreign country, including the right to claim priority and, in and to, all Letters Patent to be obtained for said invention by the above application or any continuation, division, continuation-in-part, extension, conversion to 35 USC 111 (a) or substitute thereof, and any reissue, reexamination or extension of said Letters Patent and all under all International Conventions for the Protection of Industrial Property;

ASSIGNOR(S) hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment;


ASSIGNOR(S) further covenants that the ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation, or proceeding relating thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue or enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof. An attorney of record is authorized and requested by the execution of this assignment to insert into this assignment the filing date and serial number of said application when officially known.

AND the ASSIGNOR(S) requests the Commissioner of Patents and Trademarks to issue said Letters Patent of the United States and any reissue or extension thereof to the ASSIGNEE, Xenonics, Inc.

Executed this

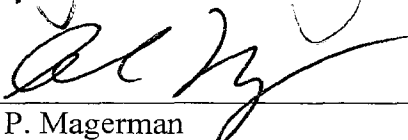
Signature of Inventor(s)

8th day of March, 2005



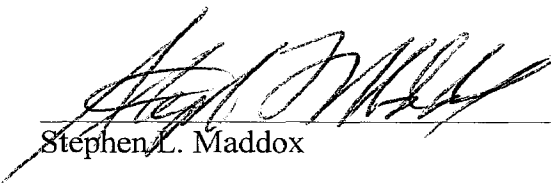
Jeffrey P. Kennedy

8th day of March 2005



Alan P. Magerman

8th day of March 2005



Stephen L. Maddox