

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
AERIUS PHOTONICS, LLC	07/21/2011
RECEIVING PARTY DATA	
Name:	FLIR COMMERCIAL SYSTEMS, INC.
Street Address:	27700A SW Parkway Avenue
City:	Wilsonville
State/Country:	OREGON
Postal Code:	97070
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13070829
CORRESPONDENCE DATA	
Fax Number:	(949)202-3001
Email:	tina.kavanaugh@haynesboone.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Haynes and Boone, LLP
Address Line 1:	2323 Victory Avenue, Suite 700
Address Line 4:	Dallas, TEXAS 75219
ATTORNEY DOCKET NUMBER:	70052.467
NAME OF SUBMITTER:	Greg J. Michelson
<p>Total Attachments: 14 source=467Assignment#page1.tif source=467Assignment#page2.tif source=467Assignment#page3.tif source=467Assignment#page4.tif source=467Assignment#page5.tif</p>	

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MEMBERSHIP INTEREST PURCHASE AGREEMENT

DATED AS OF JULY 21, 2011

by and among

FLIR COMMERCIAL SYSTEMS, INC.,

AERIUS PHOTONICS, LLC,

THE MEMBERS LISTED ON EXHIBIT A HERETO,

and

JONATHAN C. GESKE,

AS REPRESENTATIVE

MEMBERSHIP INTEREST PURCHASE AGREEMENT

MEMBERSHIP INTEREST PURCHASE AGREEMENT dated as of July 21, 2011 (this "**Agreement**") by and among FLIR Commercial Systems, Inc., a California corporation ("**Buyer**"), Aerius Photonics, LLC, a California limited liability company (the "**Company**"), the members of the Company listed on Exhibit A hereto (collectively, the "**Sellers**" and each individually a "**Seller**"), and Jonathan C. Geske, as representative of the members of the Company (the "**Representative**").

WITNESSETH:

WHEREAS, the Sellers own all of the issued and outstanding membership interests of the Company;

WHEREAS, the Sellers desire to sell to Buyer, and Buyer desires to purchase from the Sellers, all of the issued and outstanding membership interests of the Company on the terms set forth herein;

WHEREAS, Buyer and the Sellers desire to make certain representations, warranties and agreements in connection with the purchase and sale of the membership interests of the Company.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, the parties hereto agree as follows:

**ARTICLE I
DEFINITIONS**

REDACTED

March 31, 2011.

REDACTED

ARTICLE II
THE ACQUISITION

2.1 **Purchase and Sale of Membership Interests.** Upon the terms contained in this Agreement, at the Closing, the Sellers will sell, assign, transfer and convey to Buyer, and Buyer will purchase and acquire from the Sellers, all right, title and interest of the Sellers in and to the Membership Interests, free and clear of all Encumbrances.

REDACTED

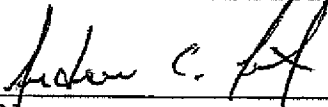
REDACTED

4.14 Intellectual Property; Software.

(a) Section 4.14 of the Company Disclosure Schedule contains a list and description (showing in each case the registered or other owner, expiration date and number, if any) of all Copyrights, applications to register Copyrights, material unregistered Copyrights owned by, licensed to or used by the Company, and Patent Rights, Trademarks (including all assumed or fictitious names under which the Company is conducting business or has conducted business) and material Trade Secrets owned by, licensed to or used by the Company.

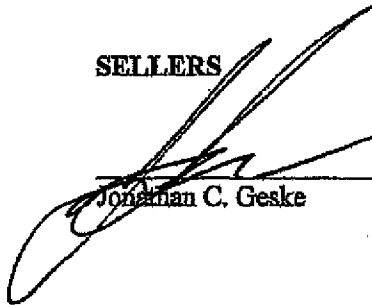
IN WITNESS WHEREOF, the parties hereto have executed or caused this Agreement to be duly executed as of the date first above written.

FLIR COMMERCIAL SYSTEMS, INC.

By: 
Name:
Title:

[Signatures of Sellers on following page.]

SELLERS



Jonathan C. Geske

Michael H. MacDougal

John E. Bowers Revocable Trust
Dated July 21, 2005

By: _____
John E. Bowers, Trustee

Shirong Liao

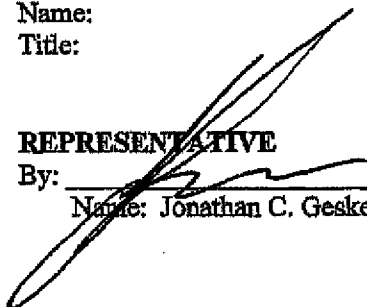
Tim Strand

John Baumann

Fidelity Investments Charitable Gift Fund

By: _____
Name:
Title:

REPRESENTATIVE
By: _____
Name: Jonathan C. Geske



SELLERS

Jonathan C. Geske



Michael H. MacDougal

John E. Bowers Revocable Trust
Dated July 21, 2005

By: _____
John E. Bowers, Trustee

Shirong Liao

Tim Strand

John Baumann

Fidelity Investments Charitable Gift Fund

By: _____
Name:
Title:

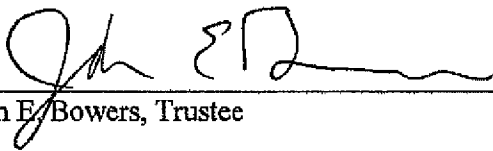
REPRESENTATIVE

By: _____
Name: Jonathan C. Geske

SELLERS

Jonathan C. Geske

Michael H. MacDougal



John E. Bowers, Trustee

Shirong Liao

Tim Strand

John Baumann

REPRESENTATIVE

By: _____
Name: Jonathan C. Geske

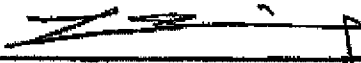
SELLERS

Jonathan C. Geske

Michael H. MacDougal

John E. Bowers Revocable Trust
Dated July 21, 2005

By: _____
John E. Bowers, Trustee



Shirong Liao

Tim Strand

John Baumann

Fidelity Investments Charitable Gift Fund

By: _____
Name:
Title:

REPRESENTATIVE

By: _____
Name: Jonathan C. Geske

SELLERS

Jonathan C. Geske

Michael H. MacDougal

John E. Bowers Revocable Trust
Dated July 21, 2005

By: _____
John E. Bowers, Trustee

Shirong Liao

 7/20/2011

Tim Strand

John Baumann

Fidelity Investments Charitable Gift Fund

By: _____
Name:
Title:

REPRESENTATIVE

By: _____
Name: Jonathan C. Geske

SELLERS

Jonathan C. Geske

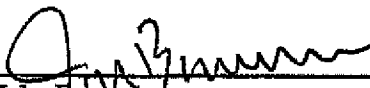
Michael H. MacDougal

John E. Bowers Revocable Trust
Dated July 21, 2005

By: _____
John E. Bowers, Trustee

Shirong Liao

Tim Strand



John Hammann

Fidelity Investments Charitable Gift Fund

By: _____
Name:
Title:

REPRESENTATIVE

By: _____
Name: Jonathan C. Geske

SELLERS

Jonathan C. Geske

Michael H. MacDougal

John E. Bowers Revocable Trust
Dated July 21, 2005

By: _____
John E. Bowers, Trustee

Shirong Liao

Tim Strand

John Baumann

Fidelity Investments Charitable Gift Fund

By: *Kareed Valas*
Name: *Kareed P. Valas*
Title: *Managing Director Capital Asset Group*

REPRESENTATIVE

By: _____
Name: Jonathan C. Geske

IN WITNESS WHEREOF, the parties hereto have executed or caused this Agreement to be duly executed as of the date first above written.

AERIUS PHOTONICS, LLC

By: 

Name: Jonathan Geske

Title: President

*Membership Interest Purchase Agreement
Signature Page*

PATENT
REEL: 027802 FRAME: 0015

REDACTED

SECTION 4.14 INTELLECTUAL PROPERTY; SOFTWARE.

The Company has the following Intellectual Property Rights:

(a)

Patents:

REDACTED

Continuation filing U.S. Serial No. 13/070,829 (filed and pending)

REDACTED