

04-09-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. 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):

Litton Systems, Inc.

4-7-03

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

3. Nature of conveyance:

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

Execution Date: January 31, 2003

2. Name and address of receiving party(ies)

Name: ITT Industries, Inc.

Internal Address:

Street Address: 4 West Red Oak Lane

City: White Plains State: NY Zip: 10604

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Indiana, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2587087

Additional number(s) attached Yes No

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

Name: Roger C. Turner

Internal Address: ITT Cannon

Street Address: 666 East Dyer Road

City: Santa Ana State: CA Zip: 92705

6. Total number of applications and registrations involved:

1

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

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

09-0605

(Attach duplicate copy of this page if paying by deposit account)

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.

Roger C. Turner, Reg. No. 27,492

Name of Person Signing

Signature

April 1, 2003

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002708 FRAME: 0085

**ASSIGNMENT OF
TRADEMARKS/SERVICE MARKS**

WHEREAS, on this 31st day of January, 2003, Litton Systems, Inc., a Delaware corporation, Litton Precision Products International, Inc. a Delaware corporation, and Litton U.K. Limited, a corporation organized under the laws of the United Kingdom (each a "Seller" and, collectively, the "Sellers"), have used, and registered or applied to register, certain names, trademarks, or service marks, hereinafter referred to as "Trademarks" which are listed on Exhibit A, "Listing of Trademarks," which is incorporated herein by reference; and

WHEREAS, ITT Industries, Inc., an Indiana corporation having an address of 4 West Red Oak Lane, White Plains, NY 10604, (the "Buyer"), is desirous of acquiring all of the rights, titles and interests of the Sellers into and under the Trademarks, and the goodwill related thereto pursuant to the Stock and Asset Purchase and Sale Agreement by and among the Sellers and the Buyer, dated as of December 12, 2002 (the "Agreement").

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

BE IT KNOWN, that for and in consideration of the sum of money in hand paid or to be paid to the Sellers and other good and valuable consideration pursuant to the Agreement, receipt and sufficiency of which is hereby acknowledged, the Sellers by these presents have sold, assigned, transferred and set over, and do hereby sell, assign, transfer and set over to the Buyer, all of the Sellers' rights, titles and interests, if any, to the Trademarks in the United States, its territorial possessions and all foreign countries throughout the world together with the goodwill symbolized by the Trademarks.

The Sellers hereby authorize and request the Director of the United States Patent and Trademark Office to issue any and all communications or correspondence pertaining to the Trademarks to the Buyer, as assignee of the entire interest, the same to be held and enjoyed by the Buyer for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which the Trademark registrations may be granted or issued as fully and entirely to the same extent as the same would have been held and enjoyed by the Sellers if this assignment had not been made; together with all claims for damages or injunctive relief by reason of infringements of the Trademarks, with the right to sue for past infringement, and collect the same for its own use and behalf and for the use and behalf of its successors, assigns or other legal representatives.

The Sellers agree that, upon request by the Buyer, or its successors, assigns or other legal representatives, the Sellers or their successors, assigns or other legal representatives shall do all other legal acts reasonably necessary to carry out the intent of this assignment at the Buyer's expense, as well as provide such other material, information, or assistance as the Buyer or its successors, assigns or other legal representatives may consider reasonably necessary to carry out the intent of this assignment, at the Buyer's expense.

The provisions of this Assignment of Trademarks/Service Marks are subject to the terms and conditions of the Agreement. To the extent that any provision of this Assignment of Trademarks/Service Marks is inconsistent with the Agreement, the provisions of the Agreement will control.

IN TESTIMONY WHEREOF, the Sellers have caused these presents to be signed by their duly authorized representatives as of the date first written above.

LITTON SYSTEMS, INC.

By:  _____

Name: Albert F. Myers
Title: Treasurer

LITTON PRECISION PRODUCTS
INTERNATIONAL, INC.

By:  _____

Name: Albert F. Myers
Title: Treasurer

LITTON U.K. LIMITED

By:  _____

Name: Albert F. Myers
Title: Treasurer

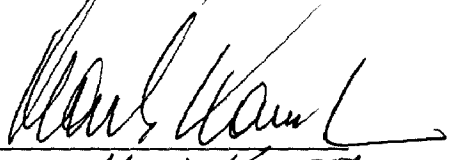
AS WITNESSED BY:


Name: Gerri Vaught

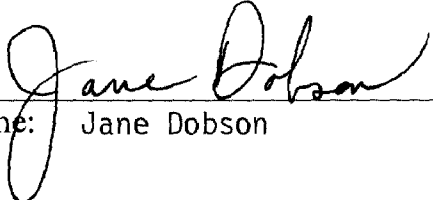
[SIGNATURE PAGE TO ASSIGNMENT OF TRADEMARKS/ SERVICE MARKS]

IN TESTIMONY WHEREOF, the Buyer has caused these presents to be signed by its duly authorized representative as of the date first written above.

ITT INDUSTRIES, INC.

By: 
Name: *MARTIN KAMBER*
Title: *SENIOR VICE PRESIDENT*

AS WITNESSED BY:


Name: Jane Dobson