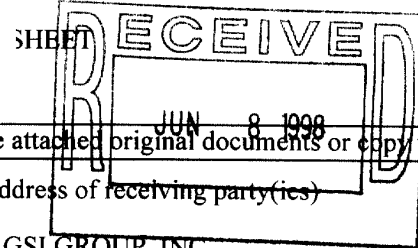


06-19-1998



68-58

100742554

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

1. Name of conveying party(ies):  
AAA ASSOCIATES, INC.

Individual                       Association  
 General Partnership         Limited Partnership  
 Corporation-State Michigan  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: The GSI GROUP, INC.  
Internal Address: \_\_\_\_\_  
Street Address: 1004 East Illinois Street  
City: Assumption    State: IL    Zip: 62510

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:     Yes     No  
Additional names(s) & addresses(es) attached?     Yes     No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement         Change of Name  
 Other \_\_\_\_\_

Execution Date: June 3, 1998

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

A. Trademark Application No.(s) \_\_\_\_\_                      B. Trademark Registration No.(s) SEE SCHEDULE

Additional numbers attached?     Yes     No

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

Name: Polster, Lieder, Woodruff & Lucchesi, L.C.  
Internal Address: Suite 230  
Street Address: 763 South New Ballas Road  
City: St. Louis    State: MO    Zip: 63141

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41)    \$215.00 *e*

Enclosed  
 Authorized to be charged to deposit account in case of any deficiency.

8. Deposit account number: 16-2201  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

*13*

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.*

Mitzi G. Cherry                      *Mitzi G. Cherry*                      6/5/98  
Name of person Signing                      Signature                      Date

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

06/19/1998 TTON11 00000056 1089133  
01 FC:481                      40.00 OP  
02 FC:482                      175.00 DP

Mail document to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignment  
Washington, DC 20231

TRADEMARK  
REEL: 1743 FRAME: 0008

**SCHEDULE**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg Date</b>
GLASS-PAC	1089133	04/11/1978
MINI-BRUTE	1208117	09/14/1982
MAXI-BRUTE	1219884	12/14/1982
ADJUST-A-BAFFLE	1221295	12/21/1982
AUTO-AIR	1225839	02/01/1983
HOG DINER & Design	1345631	07/02/1985
PIG DINER & Design	1347244	07/09/1985
PIGGY DINNER & Design	1391379	04/29/1986

### MEMORANDUM OF ASSIGNMENT

MEMORANDUM OF ASSIGNMENT made June 3, 1998, by AAA ASSOCIATES, INC., a Michigan corporation, located and doing business at 1445 South Third Street, Niles, Michigan 49120, to THE GSI GROUP, INC., a Delaware corporation, located and doing business at 1004 East Illinois Street, Assumption, IL 62510.

WHEREAS, AAA ASSOCIATES, INC. has adopted, used, is using and is the owner of the trademarks and registrations shown on the attached Schedule; and

WHEREAS, THE GSI GROUP, INC. is desirous of acquiring said trademarks and registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, AAA ASSOCIATES, INC. does hereby assign unto THE GSI GROUP, INC. all its right, title and interest in and to the trademarks and the registrations, together with the good will of the business symbolized by the trademarks.

AAA ASSOCIATES, INC.

6-3-98  
Date

Robert J. McVicker  
Name ROBERT J. McVECKER  
Title President

STATE OF MICHIGAN )  
                                  ) SS  
COUNTY OF BERRIEN )

Subscribed and sworn to before me this 3 day of June, 1998.

Robert R. Berg  
Notary Public

My commission expires: 5-9-2002

**SCHEDULE**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg Date</b>
GLASS-PAC	1089133	04/11/1978
MINI-BRUTE	1208117	09/14/1982
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