

MAD 12-14-98

12-21-1998



100925017

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents a.

inal document or copy thereof.

1. Name of Party(ies) conveying an interest:

dress of Party(ies) receiving an interest:

Raytheon E-Systems, Inc.
501 S. Jupiter Road
Garland, Texas 75042

Raytheon Company
141 Spring Street
Lexington, Massachusetts 02173

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

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: December 7, 1998 (The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

See attachment.

B. Trademark Registration No.(s)

See attachment.

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

Name: Harold E. Meier, Esq.
Internal Address: Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 75201

6. Number of applications and registrations involved: 28

7. Amount of fee enclosed or authorized to be charged: \$715.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
N/A

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.

Harold E. Meier
Name of Person Signing

Harold E. Meier
Signature

12/10/98
Date

total number of pages including cover sheet 9

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

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12/16/1998 0651-0011 742946A3

01 FC:401
02 FC:402

TRADEMARK
REEL: 1830 FRAME: 0759

Trademark Application Nos.

74/294,643

74/579,712

74/707,541

74/724,452

75/036,312

75/081,396

75/432,065

75/453,693

DAL01:421071.1
064723.0189

TRADEMARK
REEL: 1830 FRAME: 0760

Trademark Registration Nos.

706,588
1,001,257
1,007,083
1,053,059
1,064,630
1,091,320
1,713,278
1,750,356
1,751,817
1,845,071
1,856,582
1,882,836
1,894,553
1,915,803
2,033,147
2,053,169
2,065,454
2,079,971
2,136,126
2,139,427

DAL01:421070.1
064723.0189

TRADEMARK
REEL: 1830 FRAME: 0761

TRADEMARK ASSIGNMENT

WHEREAS, RAYTHEON E-SYSTEMS, INC. (hereafter "Assignor"), a corporation of the state of Delaware, having an address of 501 S. Jupiter Road, Garland, Texas 75042, is the owner of all right, title and interest in and to the marks set forth on Exhibit A attached hereto and the associated applications and registrations; and

WHEREAS, RAYTHEON COMPANY (hereafter "Assignee"), a company of the state of Delaware, having an address of 141 Spring Street, Lexington, Massachusetts 02173, desires to acquire all right, title and interest in and to the trademarks and in and to the associated applications and registrations.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the trademarks and the associated applications and registrations set forth on Exhibit A attached hereto, together with the goodwill of the business symbolized by the marks, as part of the business or portion thereof to which the marks pertain.

DAL01:414283
064723.0189

**TRADEMARK
REEL: 1830 FRAME: 0762**

IN WITNESS WHEREOF, the parties have caused their duly authorized representatives to execute this Trademark Assignment on the dates and in the capacities shown below.

**ASSIGNOR
RAYTHEON E-SYSTEMS, INC.**

By: Michael C. Eberhardt
MICHAEL C. EBERHARDT

Its: Vice President

Date: 12-7-98

**ASSIGNEE
RAYTHEON COMPANY**

By: Michael C. Eberhardt
MICHAEL C. EBERHARDT

Its: Assistant Secretary

Date: 12-7-98

STATE OF TEXAS

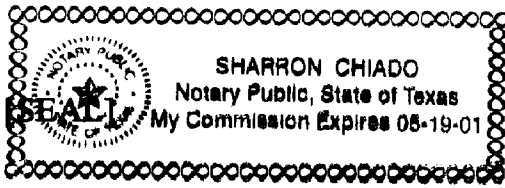
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COUNTY OF DALLAS

On this 7th day of December, 1998, personally appeared before me MICHAEL C. EBERHARDT, to me known and known to me to be the Vice President of RAYTHEON E-SYSTEMS, INC., a Delaware corporation, the Assignor above named, and acknowledged that he executed the foregoing assignment on behalf of said Assignor and pursuant to authority duly received.

Sharron Chiado
Notary Public
Sharron Chiado
(Printed Name)

My Commission Expires:
05-19-01



STATE OF TEXAS

§
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§

COUNTY OF DALLAS

On this 7th day of December, 1998, personally appeared before me MICHAEL C. EBERHARDT, to me known and known to me to be the Assistant Secretary of RAYTHEON COMPANY, a Delaware company, the Assignee above named, and acknowledged that he executed the foregoing assignment on behalf of said Assignee and pursuant to authority duly received.

Sharron Chiado
Notary Public
Sharron Chiado
(Printed Name)

My Commission Expires:
05-19-01

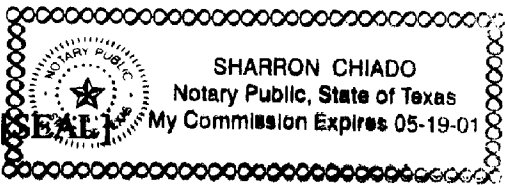


EXHIBIT A**Trademark Applications**

<u>Mark</u>	<u>Serial No.</u>
SMARTTRACK	74/294,643
DIGITALCAP	74/579,712
TMS	74/707,541
SOLUTIONSERVER	74/724,452
SKY VIEW	75/036,312
SMARTTRACK JR	75/081,396
VIRTUAL DEPOT	75/432,065
SYSTEMSERVER	75/453,693

Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>
ECI	706,588
E-SYSTEMS INC. and Design	1,001,257
ES (Stylized)	1,007,083
E-SYSTEMS and Design	1,053,059
E and Design	1,064,630
E-SYSTEMS	1,091,320
HRB SYSTEMS	1,713,278
EXPERTISE IN ACTION	1,750,356
ESYPLOT	1,751,817
VOLSERV	1,845,071
AUTO-TRAC (Stylized)	1,856,582
AUTH CARD	1,882,836
TELESECURITY	1,894,553
TELESEC	1,915,803
SYSTEMSERVER	2,033,147
ESL 2000	2,053,169
SECURECARD	2,065,454

Trademark Registrations

MISSIONSERVER	2,079,971
SMARTKIOSK	2,136,126
INFOTRACK	2,139,427