

04-26-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDED

DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Teletrac, Inc.

4-16-02

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

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

2. Name and address of receiving party(ies)

Name: Axsys Technologies, Inc.

Internal

Address:

Street Address: 175 Capital Boulevard

City: Rocky Hill State: CT Zip: 06067

- 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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 3, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,792,405

Additional number(s) attached Yes No

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

Name: Jonathan Davis, Esq.

Internal Address:

Street Address: Sternlieb & Dowd, L.L.C.

One University Plaza, Suite 400

City: Hackensack State: NJ Zip: 07601

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:

(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.

Jonathan S. Davis, Esq.

Name of Person Signing

Signature

April 3, 2002

Date

3

Total number of pages including cover sheet, attachments, and document.

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: 002492 FRAME: 0517

ASSIGNMENT OF TRADEMARK

THIS ASSIGNMENT OF TRADEMARK, dated as of the 3rd day of April, 2002, is hereby entered into by and between Teletrac, Inc., a California corporation ("Assignor") and Axsys Technologies, Inc., a Delaware corporation ("Assignee"), each having an address at 175 Capital Boulevard, Rocky Hill, Connecticut 06067.

RECITALS

A. Assignor has adopted and used in its business a trademark "Teletrac" which is registered in the United States Patent and Trademark Office on September 14, 1993 under Registration No. 1,792,405 (the "Trademark").

B. Assignee now desires to acquire all of Assignor's right, title and interest in and to the Trademark.

NOW, THEREFORE, in consideration of the foregoing recitals, the payment of the sum of \$10.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

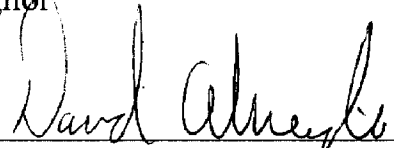
1. Assignment. Assignor hereby assigns, transfers and conveys to Assignee all of its right, title and interest in and to the Trademark, including, without limitation, any extensions, continuations or equivalents thereof and, further, all rights and privileges pertaining to the Trademark, including, without limitation, the right, if any, to sue and bring other actions for past, present and future infringement thereof.

2. Authorization of Patent and Trademark Office to Record. Assignor further agrees that is Assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required for any purpose regarding the subject matter hereof.

3. Further Assurances. Assignor agrees to take such further action and to execute such documents as Assignee may reasonable request to effect or confirm the conveyance to Assignee of the Trademark.

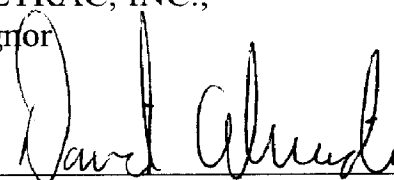
IN WITNESS WHEREOF, the Assignor hereto has executed this Assignment as of the date first above written.

TELETRAC, INC.,
Assignor

By: 
David Almeida, Treasurer

Assignor hereby releases and forever quite claims to Assignee all of its right, title and interest in and to the Trademark.

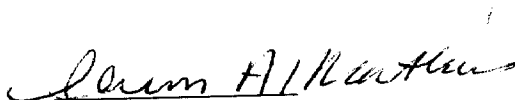
TELETRAC, INC.,
Assignor

By: 
David Almeida, Treasurer

STATE OF _____)
) SS.:
COUNTY OF _____)

I certify that on April 5TH, 2002, David Almeida came before me in person and stated to my satisfaction that he:

- (a) made the attached instrument; and
- (b) was authorized to and did execute this instrument on behalf of and as Treasurer of Teletrac, Inc., the entity named in this instrument.


Notary Public