



Tab settings

102208243

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

1. Name of conveying party(ies):

CEI SYSTEMS, INC.

8.13.02

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

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

3. Nature of Conveyance:

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

Execution Date: July 26, 2002

2. Name and address of receiving party(ies):

EDO RECONNAISSANCE AND SURVEILLANCE
SYSTEMS INC.
60 East 42nd Street, Suite 5010
New York, New York 10165

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

13

If assignee is not domiciled in the United States, a domestic representative designator 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 patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,286,968

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

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
(Including any underpayment)

8. Deposit account number: 04-0475

(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.

Matthew Smith
Name of Person Signing

Signature

August 7, 2002
Date

Total number of pages including cover sheet, attachments, and document: [3]

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

08/30/2002 6TOM11 00000070 040475 1286968
01 FC:481 40.00 CH

ASSIGNMENT OF TRADEMARK

TRADEMARK ASSIGNMENT AGREEMENT ("Agreement"), made and effective as of this 26 day of July, 2002 by and between CEI SYSTEMS, INC., a Delaware corporation with offices at 18705 Madrone Parkway, Morgan Hill, California 95037 ("Assignor"), and EDO RECONNAISSANCE AND SURVEILLANCE SYSTEMS INC. (formerly known as EDO Acquisition IV Inc.), a Delaware corporation with offices at 60 East 42nd Street, Suite 5010, New York, New York 10165 ("Assignee"). Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned to such terms in the Amended and Restated Asset Purchase Agreement dated as of May 31, 2002 by and among Assignee, Assignor and Condor Systems, Inc., a California corporation.

WHEREAS, Assignor has adopted, used and is using the trademark shown in Schedule A hereto in its business; and

WHEREAS, Assignee has on this date acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the trademark shown in Schedule A hereto and any other trademarks and service marks of the Business (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A and any other registrations and applications for registration of the Trademarks, and the goodwill of the Business symbolized by the Trademarks, free and clear of all Liens other than the Permitted Exceptions.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee, subject to the Permitted Exceptions, and Assignee hereby accepts, all of Assignor's right, title and interest in and to (a) the Trademarks, together with the registrations and applications for registration of the Trademarks shown in Schedule A, any other registrations and applications for registration of the Trademarks, (b) all income, royalties, damages and payments due as of or after the effective date of this Agreement arising from the Trademarks and (c) all rights of action arising from the Trademarks, all claims for damages by reason of past, present and future infringement of the Trademarks and the right to sue and collect damages for such infringement, and (d) the goodwill of the Business symbolized by the Trademarks.

CEI SYSTEMS, INC.

By F B Bassett
Name: F. B. Bassett
Title: CEO

SCHEDULE A

CEI SYSTEMS, INC.

**U.S. Trademarks
Registered or Pending**

TRADEMARK	SERIAL NUMBER	REGISTRATION NUMBER
DESIGN ONLY	73-240,700	1,286,968