

12-04-2002



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

102300407

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

1. Name of conveying party(ies):

Axsys Technologies, Inc.

11-7602

- 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: 10/31/2002

2. Name and address of receiving party(ies)

Name: Palomar Photonics Automation, Inc.

Internal

Address:

Street Address: 2230 Oak Ridge Way

City: Vista State: CA Zip: 92083

- 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

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

A. Trademark Application No.(s)

76/316,265

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Rodney F. Brown

Internal Address:

12/04/2002 TDIAZ1 00000082 024245 76316265 40.00 CH 01 FC:8521

Street Address: 3365 Baltimore Street

City: San Diego State: CA Zip: 92117

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:

02-4245

(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.

Rodney F. Brown

Name of Person Signing

Signature

11/19/2002

Date

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

5

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

TRADEMARK REEL: 002627 FRAME: 0323

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Assignment") is entered into by and between Axsys Technologies, Inc., a Delaware corporation ("Assignor"), and Palomar Photonics Automation, Inc., a Delaware corporation ("Assignee"), effective as of November 5, 2002.

WHEREAS, Assignor and Palomar Technologies, Inc. ("PTI") have entered into that certain Asset Purchase Agreement dated as of October 22, 2002 ("Asset Purchase Agreement"). All capitalized terms used herein and not defined herein have the meaning given in the Asset Purchase Agreement;

WHEREAS, PTI has assigned the Asset Purchase Agreement to Assignee (which is a wholly owned subsidiary of PTI) and Assignee has joined in and agreed to be bound by the terms of the Asset Purchase Agreement;

WHEREAS, under the terms of the Asset Purchase Agreement, Assignor agreed to sell, transfer, assign, convey and deliver to Assignee the Business Intellectual Property;

WHEREAS, the Business Intellectual Property includes those issued trademark applications and registrations listed on Schedule A attached hereto ("Assigned Trademarks");

WHEREAS, Assignor wishes to assign to Assignee, and Assignee wishes to assume and receive all right, title and interest in and to the Assigned Trademarks.

NOW, THEREFORE, in consideration of certain good and valuable consideration set forth in the Asset Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign and convey unto Assignee, Assignor's entire right, title and interest in and to the Assigned Trademarks, together with all associated goodwill thereof, and Assignor's right to recover past damages for infringement of the Assigned Trademarks. Assignee does hereby accept said assignment. Assignee shall be solely responsible for preparing and filing all additional documentation as may be required to perfect or record the assignments of the Assigned Trademarks with the United States Patent and Trademark Office. Assignor agrees to provide Assignee its cooperation and assistance at Assignee's request in the implementation or perfection of this Assignment and to execute all documents that are necessary or appropriate to effectuate the purposes of this Assignment. This Assignment is in all respects subject to and limited by the terms, agreements, conditions, representations, warranties and obligations contained in the Asset Purchase Agreement which are hereby fully incorporated herein by reference thereto. This Assignment may be executed in multiple counterparts, each of which shall constitute an original but all of which when taken together shall constitute one and the same instrument.

(signatures on next page)

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be duly executed as of the date first set forth above.

AXSYS TECHNOLOGIES, INC.
a Delaware corporation

By: David Almeida

Name: David Almeida

Title: Vice President,
Chief Financial Officer

Subscribed and sworn to before me this 31st day of October, 2002, by David Almeida, VP, CFO of Axsys Technologies, Inc.

WITNESS my hand and official seal.

Jill E Cusano
NOTARY PUBLIC

My commission expires: My Commission Expires August 31, 2007

Jill Cusano
Notary Public

PALOMAR PHOTONICS AUTOMATION, INC.
a Delaware corporation

By: _____

Name: _____

Title: _____

Subscribed and sworn to before me this _____ day of _____, 2002, by _____, _____ of Palomar Photonics Automation, Inc.

WITNESS my hand and official seal.

My commission expires: _____

Notary Public

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be duly executed as of the date first set forth above.

AXSYS TECHNOLOGIES, INC.
a Delaware corporation

By: _____

Name: _____

Title: _____

Subscribed and sworn to before me this ____ day of _____, 2002, by _____ of Axsys Technologies, Inc.

WITNESS my hand and official seal.

My commission expires: _____

Notary Public

PALOMAR PHOTONICS AUTOMATION, INC.
a Delaware corporation

By: Gary E Gest

Name: GARY E. GEST

Title: Chairman

Subscribed and sworn to before me this 7th day of November, 2002, by Gary E Gest, Chairman of Palomar Photonics Automation, Inc.

WITNESS my hand and official seal.

My commission expires: December 31, 2005

Dorothy M. Land

Notary Public



SCHEDULE A TO TRADEMARK ASSIGNMENT

ASSIGNED TRADEMARKS

“FAST” Trademark Application, U.S. Patent and Trademark Office Serial No. 76/316,265, filed 9/24/01.