

01-27-2003



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

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): WPI MICRO PROCESSOR SYSTEMS, INC. Individual(s) Association General Partnership Limited Partnership Corporation-State New Hampshire Other

2. Name and address of receiving party(ies) Name: VETRONIX CORPORATION, INC. Internal Address: Street Address: 2030 ALAMEDA PADRE SERRA SANTA BARBARA CA 93103 City: State: Zip: Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State CALIFORNIA Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 12/20/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/154,155 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: KOPPEL, JACOBS, PATRICK & HEYBL Internal Address: Street Address: 555 ST. CHARLES DRIVE, SUITE 107 THOUSAND OAKS CA 91360 City: State: Zip:

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: 11-1580

DO NOT USE THIS SPACE

9. Signature. JAYE G. HEYBL Name of Person Signing Signature Date 1/16/03

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Total number of pages including cover sheet, attachments, and document: 2

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 40.00

TRADEMARK REEL: 002658 FRAME: 0474

OFFICE OF FOREIGN RECORDS 2003 JAN 21 AM 11:52 FINANCE SECTION

ASSIGNMENT

WHEREAS, WPI MICRO PROCESSOR SYSTEMS, INC., a New Hampshire corporation (hereinafter, the "ASSIGNOR"), warrants that it is the sole and exclusive owner of the entire right, title, interest, and goodwill in the trademark GUIDE (hereinafter, the "Mark") and a United States trademark application for GUIDE pending in the United States Patent and Trademark Office as U.S. Trademark Application Serial No. 78/154,155, filed on August 14, 2002 (hereinafter, the "Application"); and

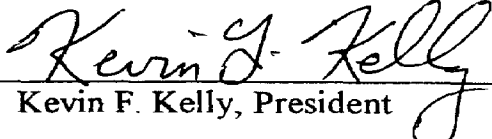
WHEREAS, VETRONIX CORPORATION, a California corporation (hereinafter the "ASSIGNEE"), is desirous of acquiring all of the ASSIGNOR'S right, title and interest in and to the Mark and the Application, together with the goodwill of the business symbolized by the Mark and Application.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE, its successors and assigns, all right, title, and interest throughout the United States, its territories and all foreign countries in and to the Mark and the Application; together with the goodwill of the business symbolized by the Mark and the Application, and all rights of action and recovery for past infringement thereof for the full term and all subsequent terms of any registration as fully and entirely as the same would have been held and enjoyed by the ASSIGNOR had this assignment not been made. This assignment is made free and clear of any liens and encumbrances.

ASSIGNOR:

WPI MICRO PROCESSOR SYSTEMS, INC.

Dated: December 20, 2002


By: Kevin F. Kelly, President

ACCEPTED AND AGREED TO:

VETRONIX CORPORATION


Raymond L. Macey, Director of Finance and Operations

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