

Jan. 20. 2004 2:29PM

Nº0572 P. 4/12

EXECUTION COPY**TRADEMARK ASSIGNMENT**

WHEREAS, Panametrics, Inc., a corporation organized under the laws of the State of Delaware, having a principal place of business at 221 Crescent Street, Waltham, MA 02453 ("Assignor"), is the owner of all right, title and interest in and to the trademarks and service marks and the registrations and applications therefore, annexed hereto in Schedule A (the "Trademarks"), and all related goodwill; and

WHEREAS, R/D Tech Instruments Inc., a corporation organized under the laws of the State of Delaware, having a principal place of business at 505, boulevard du Parc Technologique, Québec, Québec, Canada G1P 4S9 ("Assignee") is desirous of acquiring the Trademarks and goodwill associated therewith along with the registrations and applications therefore.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, free and clear of all liens and encumbrances, all right, title and interest in and to the Trademarks, worldwide, together with the goodwill of the business symbolized by the Trademarks and all U.S. registrations and applications listed in Schedule A attached hereto as well as all rights and privileges pertaining to the foregoing worldwide, including, without limitation, all causes of action, claims and demands and other rights, for or arising from any past, present and future infringement of anyone of the foregoing.

[Signature page to follow]

Jan. 20, 2004 2:29PM

Nº0572 P. 5/12

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed in its name by a duly authorized officer this 31st day of December 2003.

Panametrics, Inc. (Assignor)

By: Ronald C. Williams

Name: RONALD C. WILLIAMS

Title: AUTHORIZED SIGNATORY

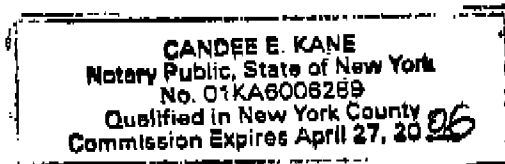
STATE OF New York)
COUNTY OF New York) ss.:

ACKNOWLEDGEMENT

On this 17th day of December 2003, before me personally appeared RONALD C. WILLIAMS being by me duly sworn, did depose and say that s/he is the AUTHORIZED SIGNATORY of Panametrics, Inc. and which acknowledged that s/he executed the foregoing instrument as the act and deed of Panametrics, Inc. with full authority to do so.

Candee E. Kane
Notary Public

(Notary Seal)



Jan. 20 2004 2:29PM

Nº0572 P. 6/12

SCHEDULE A

<u>Trademark</u>	<u>Application/Registration Number</u>	<u>Country</u>
MAGNA-MIKE	Registration No. 1,449,479	United States
SONOPEN	Registration No. 1,248,246	United States