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10-30-2003

Docket No.:

91328



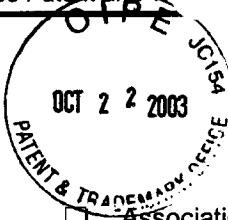
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Tab settings

To the Director of the United States Patent and Trademark Office

original documents or copy thereof.

1. Name of conveying party(ies):
LITTON SYSTEMS, INC.



- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

Additional names(s) of conveying party(ies) Yes No

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

Name: **CARLETON LIFE SUPPORT SYSTEMS INC.**

Internal Address: **c/o Carleton Technologies Inc.**

Street Address: **10 Cobham Drive**

City: **Orchard Park** State: **NY** ZIP: **14127-**

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: **August 18, 2003**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,910,740 **1,668,373**

Additional numbers Yes No

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

Name: **Jeffrey H. LaBarge, Esq.**

Internal Address:

Jaeckle Fleischmann & Mugal, LLP

Ellwanger & Barry Building

Street Address: **39 State Street**

City: **Rochester** State: **NY** ZIP: **14614**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): \$ **\$65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0223

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.

Jeffrey H. LaBarge

Name of Person Signing

Signature

Date **10/22/03**

10/29/2003 ECD/PER 00000093 100223 1910740 Total number of pages including cover sheet, attachments, and **5**

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 002854 FRAME: 0014

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

WHEREAS, on this 18th day of August, 2003, LITTON SYSTEMS, INC., a Delaware corporation (the "Seller"), has used certain names or service marks, hereinafter referred to as "Trademarks" which are listed on Exhibit A, "Listing of Trademarks," which is incorporated herein by reference;

WHEREAS, CARLETON LIFE SUPPORT SYSTEMS INC., a Delaware corporation having an address of c/o Carleton Technologies Inc., 10 Cobham Drive, Orchard Park, NY 14127-4195, (the "Buyer"), is desirous of acquiring all of the rights, titles and interests of the Seller into and under the Trademarks, and the goodwill related thereto; and

WHEREAS, this Assignment is made pursuant to and subject to the terms and conditions of that certain Asset Purchase and Sale Agreement, dated as of May 27, 2003, by and between the Buyer and the Seller.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

BE IT KNOWN, that for and in consideration of the sum of money to the Seller in hand paid or to be paid by the Buyer, and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Seller by these presents has sold, assigned, transferred and set over, and does hereby sell, assign, transfer and set over to the Buyer, all of the Seller's rights, titles and interests to the Trademarks in the United States, its territorial possessions and all foreign countries throughout the world together with the goodwill symbolized by the Trademarks together with all claims for damages or injunctive relief by reason of infringements of the Trademarks, with the right to sue for past infringement, and collect the same for its own use and behalf and for the use and behalf of its successors, assigns or other legal representatives.

The Seller hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all communications or correspondence pertaining to the Trademarks to the Buyer, as assignee of the entire interest, the same to be held and enjoyed by the Buyer for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which the Trademark registrations may be granted or issued as fully and entirely to the same extent as the same would have been held and enjoyed by the Seller if this assignment had not been made.

IN TESTIMONY WHEREOF, the Seller has caused these presents to be signed by its duly authorized representatives as of the date first written above.

LITTON SYSTEMS, INC.

By: _____ 

Name: David H. Strode

Title: Authorized Signatory

State of New York
County of New York

On August 18, 2003 before me, Linda Hudec, personally appeared David H. Strode, personally known to me and who acknowledged to me that he executed the instrument in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted executed the instrument.

WITNESS my hand and official seal,



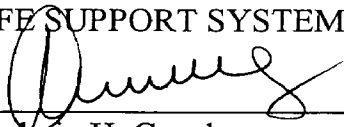
Signature of Notary Public

LINDA HUDEC
Notary Public, State of New York
No. 01HU4827372
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires April 30, 2006

[Signature Page to Trademark Assignment]

IN TESTIMONY WHEREOF, the Buyer has caused these presents to be signed by its duly authorized representative as of the date first written above.

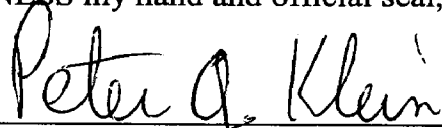
CARELTON LIFE SUPPORT SYSTEMS INC.

By: 
Name: Pdraig H. Cawdery
Title: Chairman

State of New York
County of Erie

On the 1st day of August in the year 2003 before me, the undersigned, a notary public in and for said state, personally appeared **Pdraig H. Cawdery**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and he executed the same in his capacity, and that by his signature on the instrument, the individual or the person(s) upon behalf of which the individual acts, executed the instrument.

WITNESS my hand and official seal,


Signature of Notary Public

PETER G. KLEIN
NOTARY PUBLIC, State of New York
Qualified in Erie County
My Commission Expires June 30, 20 06

[Signature Page to Trademark Assignment]

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TRADEMARK
REEL: 002854 FRAME: 0017

EXHIBIT A

MARK	COUNTRY	REGISTRATION NUMBER	REGISTRATION DATE	APPLICATION NUMBER	APPLICATION FILING DATE
INSTA GAS	U.S.	1910740	8/8/95	74454896	11/8/93
SLIMLINE	U.S.	1668373	12/17/91	74135550	2/1/91

507098

RECORDED: 10/22/2003

TRADEMARK
REEL: 002854 FRAME: 0018