

12-30-2003



102634478

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

1. Name of conveying party(ies):

Redlake MASD, Inc.

12-23-03

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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: 11/28/03

2. Name and address of receiving party(ies)

Name: Ropintassco Holdings, L.P.

Internal

Address:

Street Address: 2160 Satellite Blvd., Suite 200

City: Duluth State: GA Zip: 30097

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership DE
- Corporation-State
- 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)

76/373,672

B. Trademark Registration No.(s) 2,779,933;
2,022,061; 2,701,279; 2,613,002;
2,963,026; 2,645,227; 2,262,561

Additional number(s) attached Yes No

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

Name: Alston & Bird LLP

Internal Address: Jay E. Sloman

Street Address: 1201 West Peachtree Street

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jay E. Sloman

Name of Person Signing

Signature

12-17-03

Date

Total number of pages, including cover sheet, attachments, and document: 10

12/29/2003

LNWELLER 00000110 76373672

01 FC:8521
02 FC:8522

40.00
175.00

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

ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY ("Assignment") is effective as of November 28, 2003, by and between Redlake MASD, Inc., a Delaware corporation ("Assignor"), and Ropintassco Holdings, L.P., a Delaware limited partnership ("Assignee").

WHEREAS, Assignor is the owner of certain Intellectual Property (as defined below) which it desires to assign to Assignee in connection with Assignor becoming a member of the Assignee; and

WHEREAS, Assignee desires to acquire all of Assignor's right, title and interest in and to the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Assignor and Assignee agree that, for purposes of this Assignment, "Intellectual Property" of Assignor shall mean any and all of the following items identified on Schedule A attached hereto, and all registrations and applications for registration thereof: (i) patents (including but not limited to continuations, continuations-in-part, divisions, renewals, reissues, and extensions thereof), inventions or discoveries (including but not limited to processes, machines, manufactures, compositions of matter, formulas, techniques, concepts and ideas) whether patentable or not; (ii) copyrights in any work of authorship recognized by foreign or domestic law, by statute or at common law or otherwise (including but not limited to databases and computer software, in source code and object code form); (iii) mask works; (iv) trademarks, service marks, Internet domain names, trade names and trade dress, and all goodwill related thereto; and (v) trade secrets.
2. Assignor hereby assigns, transfers and conveys to Assignee all of Assignor's rights, title and interest in and to the Intellectual Property of Assignor, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past, present and future infringement thereof.
3. Assignor agrees to execute all documents necessary to perfect such rights, title, and interest in Assignee, its successors, assigns, and legal representatives.
4. This Assignment shall be governed by and construed in accordance with the laws of the State of Delaware.

[Signatures on Following Page]

IN WITNESS WHEREOF, each party hereto has caused this Assignment to be executed, all as of the day and year first above written.

REDLAKE MASD, INC.

By: [Signature]
Name: Benjamin Wood
Title: Vice President

STATE OF Georgia
COUNTY OF Gwinnett

On this 28th day of November, 2003, before me, a Notary Public in and for the State and County aforesaid, personally appeared Benjamin Wood known by me to be the person above named and an officer of Redlake MASD, Inc., duly authorized to execute this Assignment of Intellectual Property on behalf of Redlake MASD, Inc., who signed and executed the foregoing instrument on behalf of Redlake MASD, Inc.

[Signature]
Notary Public
My Commission Expires: June 14, 2005

Notary Public, Barrow County, Georgia
My Commission Expires June 14, 2005

ACKNOWLEDGED AND ACCEPTED:

ROPINTASSCO HOLDINGS, L.P.

By: Compressor Controls Corporation,
its General Partner

By: [Signature]
Name: Martin S. Heydeley
Title: Vice President

Schedule A

Intellectual Property

All Intellectual Property owned by Assignor including, without limitation, the Intellectual Property on the following schedules:

<u>Redlake MASD, Inc.</u>	An Imaging System Having a serial I/O Link Between Image Channels	EP 95114920.2	9/22/1995
<u>Redlake MASD, Inc.</u>	An Imaging System Having a serial I/O Link Between Image Channels	Japan 95/0245665	9/22/1995
<u>Redlake MASD, Inc.</u>	An Imaging System Having a serial I/O Link Between Image Channels	US 5,613,156	3/18/1997
<u>Redlake MASD, Inc.</u>	An L-C Low Pass Filter Correlator	EP 95120196.1	12/20/1995
<u>Redlake MASD, Inc.</u>	An L-C Low Pass Filter Correlator	Japan 95/0319887	12/8/1995
<u>Redlake MASD, Inc.</u>	An L-C Low Pass Filter Correlator	US 6,055,016	4/25/2000
<u>Redlake MASD, Inc.</u>	Automatic Channel Gain and Offset Balance for Video Cameras Employing Multi-Channel Sensors	Germany 69316569.3	1/21/1998
<u>Redlake MASD, Inc.</u>	Automatic Channel Gain and Offset Balance for Video Cameras Employing Multi-Channel Sensors	EP 603593 (France, UK)	1/21/1998
<u>Redlake MASD, Inc.</u>	Automatic Channel Gain and Offset Balance for Video Cameras Employing Multi-Channel Sensors	Japan 93/0314807	12/15/1993
<u>Redlake MASD, Inc.</u>	Automatic Channel Gain and Offset Balance for Video Cameras Employing Multi-Channel Sensors	US 5,565,916	10/15/1996
<u>Redlake MASD, Inc.</u>	CCD Dark Mean Level Correction Circuit Employing Digital Processing and Analog Subtraction Requiring No Advanced Knowledge of Dark Mean Level (Digital Black Clamp)	EP 95116930.9	10/27/1995

<u>Redlake MASD, Inc.</u>	CCD Dark Mean Level Correction Circuit Employing Digital Processing and Analog Subtraction Requiring No Advanced Knowledge of Dark Mean Level (Digital Black Clamp)	Japan 95/0278116	10/25/1995
<u>Redlake MASD, Inc.</u>	CCD Dark Mean Level Correction Circuit Employing Digital Processing and Analog Subtraction Requiring No Advanced Knowledge of Dark Mean Level (Digital Black Clamp)	US 5,659,355	8/19/1997
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Augmentation	Germany 3,175,785	5/20/1981
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Augmentation	EP 53184 (France, UK)	12/30/1986
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Augmentation	Canada 1158770	12/30/1986
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Augmentation	US 4,339,775	6/15/1981
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Augmentation	Japan 1,732,151	12/13/1983
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Augmentation	Canada 1,157,145	6/16/1980
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Sensor Readout	Germany 3,070,821	7/13/1982
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Sensor Readout	EP 43828 (France, Netherlands, Sweden, UK)	5/20/1981
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Sensor Readout	US 4,322,752	2/17/1993
<u>Redlake MASD, Inc.</u>	Fast Frame Rate Sensor Readout	US 5,926,215	12/29/1980
<u>Redlake MASD, Inc.</u>	Image Sensor Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video	EP 95104053.4	11/15/1983
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video	Japan 95/0066207	12/10/1980
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		6/26/1985
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		1/26/1985
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		1/16/1980
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		3/30/1982
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		7/20/1999
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		3/20/1995
<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video		3/24/1995

<u>Redlake MASD, Inc.</u>	Frame Buffer Address Generator for the Multiple Format Display of Multiple Format Source Video	US 5,537,156	7/16/1996
<u>Redlake MASD, Inc.</u>	Ground Delay Line Correlator	EP 95116835.0 (DE, UK, FR)	10/26/1995
<u>Redlake MASD, Inc.</u>	Ground Delay Line Correlator	Japan 95/0274399	10/23/1995
<u>Redlake MASD, Inc.</u>	Ground Delay Line Correlator	US 5,467,103	11/14/1995
<u>Redlake MASD, Inc.</u>	High Speed Increased Bandwidth Camera	US 6,160,578	5/18/1998
<u>Redlake MASD, Inc.</u>	Method for Calibrating a Multi-Channel Imaging System	US 08/820623	3/19/1997
<u>Redlake MASD, Inc.</u>	Method for Calibrating a Multi-Channel Imaging System	US 6,005,016	12/21/1999
<u>Redlake MASD, Inc.</u>	Method for Calibrating a Multi-Channel Imaging System	US 6,005,614	3/19/1999 12/21/1999
<u>Redlake MASD, Inc.</u>	Pre-Event/Post-Event Recording in a Solid State Fast Frame Recorder	Germany 69028115.3	8/14/1996
<u>Redlake MASD, Inc.</u>	Pre-Event/Post-Event Recording in a Solid State Fast Frame Recorder	France 500777	8/14/1996
<u>Redlake MASD, Inc.</u>	Pre-Event/Post-Event Recording in a Solid State Fast Frame Recorder	UK 500777	8/14/1996
<u>Redlake MASD, Inc.</u>	Pre-Event/Post-Event Recording in a Solid State Fast Frame Recorder	Japan 91/0500778	10/26/1990
<u>Redlake MASD, Inc.</u>	Pre-Event/Post-Event Recording in a Solid State Fast Frame Recorder	US 5,140,436	8/18/1992
<u>Redlake MASD, Inc.</u>	Spatial Non-Uniformity Correction of a Color Sensor	US 6,226,034	5/6/1997
<u>Redlake MASD, Inc.</u>	Spatial Non-Uniformity Correction of a Color Sensor	EP 98201328.6	4/24/1998
<u>Redlake MASD, Inc.</u>	Spatial Non-Uniformity Correction of a Color Sensor	Japan 98/0122453	5/1/1998

Complete Listing of Patents for Redlake MASD, Inc.

Redlake MASD, Inc.	Spatial Non-Uniformity Correction of a Color Sensor	US 08/851653	5/6/1997
Redlake MASD, Inc.	Spatially Mapped Monochrome Display in Color Image	US 5,815,159	3/22/1996 9/29/1998
Redlake MASD, Inc.	Split White Balance Processing of a Color Image	US 5,917,556	6/29/1999
Redlake MASD, Inc.	Telephoto Sensor Trigger in a Solid State Motion Analysis System	Germany 69117736.8	3/6/1996
Redlake MASD, Inc.	Telephoto Sensor Trigger in a Solid State Motion Analysis System	EP 512105 (France, UK)	3/6/1996
Redlake MASD, Inc.	Telephoto Sensor Trigger in a Solid State Motion Analysis System	Japan 92/0501343	11/25/1991
Redlake MASD, Inc.	Telephoto Sensor Trigger in a Solid State Motion Analysis System	US 5,251,027	10/5/1993
Redlake MASD, Inc.	Video Signal Noise Suppression Circuit	US 5,475,427	12/12/1995
Redlake MASD, Inc.	Video Trigger in a Solid State Motion Analysis System	Germany 69120495.0	1/26/1996
Redlake MASD, Inc.	Video Trigger in a Solid State Motion Analysis System	EP 482139 (France, UK)	1/26/1996
Redlake MASD, Inc.	Video Trigger in a Solid State Motion Analysis System	Japan 91/0506636	3/25/1991
Redlake MASD, Inc.	Video Trigger in a Solid State Motion Analysis System	US 5,034,811	7/23/1991
Redlake MASD, Inc.	Visualization Techniques for Temporarily Acquired Sequences of Images	Germany 69228299.8	1/27/1999
Redlake MASD, Inc.	Visualization Techniques for Temporarily Acquired Sequences of Images	France 0551595	1/27/1999
Redlake MASD, Inc.	Visualization Techniques for Temporarily Acquired Sequences of Images	UK 0551595	1/27/1999
Redlake MASD, Inc.	Visualization Techniques for Temporarily Acquired Sequences of Images	Japan 92/033387	12/15/1992

TRADEMARK

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Complete Listing of Patents for Redlake MASD, Inc.

Redlake MASD, Inc.	Visualization Techniques for Temporarily Acquired Sequences of Images	US 5,294,978	3/15/1994	
Redlake MASD, Inc.	Wedge Clamping Device for a Flat Plate/Printed Circuit Board	US 09/112556	7/9/1998	
Redlake MASD, Inc.	Wedge Clamping Device for a Flat Plate/Printed Circuit Board	US 5,954,122	7/20/1999	9-Jul-2008

Complete Listing of Trademarks for Redlake MASD, Inc.

Patent	Trademark	Registration Number	Registration Date
Redlake MASD, Inc.	Design logo	US 76/373,672	22-Feb-2002
Redlake MASD, Inc.	MEGAPLUS	US 2,963,026	4-Mar-2003
Redlake MASD, Inc.	MOTION CENTRAL	common law	
Redlake MASD, Inc.	MOTION METER	US 2,613,002	27-Aug-2002
Redlake MASD, Inc.	MOTION PLUS	US 76/050380	Abandoned
Redlake MASD, Inc.	MOTION PRO	US 2,701,279	25-Mar-2003
Redlake MASD, Inc.	MOTION VANTAGE	US 76/081274	Abandoned
Redlake MASD, Inc.	MOTIONSCOPE	US 2,022,061	10-Dec-1996
Redlake MASD, Inc.	MOTIONXTRA	US 2,779,933	4-Nov-2003
Redlake MASD, Inc.	REDLAKE	Canada TMA535,746	25-Oct-2000
Redlake MASD, Inc.	REDLAKE	EU 950,477	28-Feb-2000
Redlake MASD, Inc.	REDLAKE	Japan 4,339,444	26-Nov-1999
Redlake MASD, Inc.	REDLAKE	US 2,262,561	20-Jul-1999
Redlake MASD, Inc.	RL	US 2,645,227	5-Nov-2002