

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Charles Evans & Associates		12/31/2002	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Physical Electronics, Inc.
Street Address:	6509 Flying Cloud Drive
City:	Eden Prarie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2836750	EVANS ON-SITE

CORRESPONDENCE DATA

Fax Number: (650)833-2001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650.833.2434
 Email: cbashir@graycary.com
 Correspondent Name: George C. Limbach
 Address Line 1: 2000 University Avenue
 Address Line 4: East Palo Alto, CALIFORNIA 94303-2248

ATTORNEY DOCKET NUMBER:	360843-106
NAME OF SUBMITTER:	George C. Limbach
Signature:	/George C. Limbach/

CH \$40.00 2836750

Date:

05/16/2006

Total Attachments: 5

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Delaware

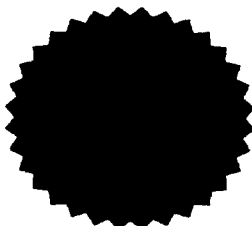
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CHARLES EVANS & ASSOCIATES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PHYSICAL ELECTRONICS, INC." UNDER THE NAME OF "PHYSICAL ELECTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JANUARY, A.D. 2003, AT 1:02 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2380754 8100M

030017643

AUTHENTICATION: 2195798

DATE: 01-09-03

TRADEMARK
REEL: 003310 FRAME: 0009

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Charles Evans & Associates, Inc.
(a California corporation)

into

Physical Electronics, Inc.
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law

It is hereby certified that:

1. Physical Electronics, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of Charles Evans & Associates, Inc. which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Charles Evans & Associates, Inc., permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Charles Evans & Associates, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 31, 2002 by the Board of Directors of the Corporation to merge the said Charles Evans & Associates, Inc. (the "Subsidiary") into the Corporation:

"RESOLVED: That the proposed merger of the Subsidiary with and into the Corporation, as presented to the Board of Directors, is determined to be in the best interests of the Corporation and is therefore approved.

"RESOLVED: That, all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

"RESOLVED: That the Corporation shall assume all of the obligations of the Subsidiary.

RESOLVED: That the issued shares of the Subsidiary shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of the Subsidiary but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished.

RESOLVED: That the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED: That the effective date of the Merger shall be upon filing.

Executed on December 31, 2002

PHYSICAL ELECTRONICS, INC.

By: 
Joseph W. McHugh, Vice President

Declaration Under 37 C.F.R. Section 2.20

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

Mark Podgains, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the subject registrations, declares as follows:

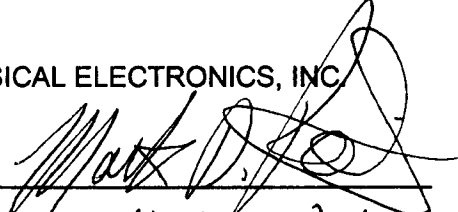
- (1) On February 8, 2006, High Voltage Engineering Corporation and certain of its affiliates (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code. The Debtors' cases are pending in the United States Bankruptcy Court for the District of Massachusetts (the "Bankruptcy Court").
- (2) On February 18, 2006, the Bankruptcy Court appointed Stephen S. Gray to serve as Chapter 11 Trustee (the "Trustee") of the Debtors.
- (3) I am an employee of The Recovery Group ("TRG"). The Trustee retained TRG in the Debtors' cases to assist him with operating the Debtors' businesses and winding down their affairs. I am authorized to execute this instrument on behalf of the Trustee.
- (4) On information and belief, effective December 31, 2002, Charles Evans & Associates merged with and into Physical Electronics, Inc.

(5) On information and belief, the company name "Charles Evans & Associates, Inc." appearing in the merger document recorded at Reel/Frame 2723/0506 is inaccurate. The proper company name was Charles Evans & Associates.

(6) All statements made herein of my own personal knowledge are true, and all statements made herein on information and belief are believed to be true.

Date: 5/1/06

PHYSICAL ELECTRONICS, INC.

By: 

Print name: Mark D. Padgugny

Title: Director