

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NanoOpto Corporation		07/19/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	API Nanofabrication and Research Corporation		
Street Address:	1600 Cottontail Lane		
City:	Somerset		
State/Country:	NEW JERSEY		
Postal Code:	08873		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3108239	NANOOPTO	
Registration Number:	2854932		
Registration Number:	3189843	NANOOPTO	
Registration Number:	2955920	SUBWAVE	
CORRESPONDENCE DATA			
Fax Number:	(312)372-7951		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-704-9400		
Email:	chendzel@sff-law.com		
Correspondent Name:	Cynthia Hendzel		
Address Line 1:	30 North LaSalle Street, Suite 3000		
Address Line 2:	Sugar, Friedberg & Felsenthal		
Address Line 4:	Chicago, ILLINOIS 60602		
ATTORNEY DOCKET NUMBER:	LJW 8436.005		
NAME OF SUBMITTER:	Andrew Abrams, Attorney		

OP \$115.00 3108239

Signature:	/andrew abrams/
Date:	07/25/2007
Total Attachments: 6 source=Trademark Assignment#page1.tif source=Trademark Assignment#page2.tif source=Trademark Assignment#page3.tif source=Trademark Assignment#page4.tif source=Trademark Assignment#page5.tif source=Trademark Assignment#page6.tif	

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated July 19, 2007 ("Assignment"), is by and between API Nanofabrication and Research Corporation, a Delaware corporation ("Assignee"), and NanoOpto Corporation, a Delaware corporation ("Assignor").

W I T N E S S E T H

WHEREAS, Assignor is the owner of the trademarks and/or service marks listed on Attachment 1 hereto, which trademarks and/or service marks are registered or have been filed for registration in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of July 17, 2007 (the "Asset Purchase Agreement"), pursuant to which Assignor has agreed to sell to Assignee, and Assignee has agreed to purchase from Assignor, the Trademarks and the goodwill connected with and symbolized thereby, among other assets.

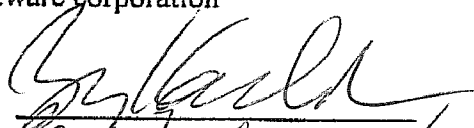
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, and deliver to Assignee all of Assignor's right, title, and interest in and to the Trademarks and the registrations thereof and applications therefor, together with (i) the goodwill of the business connected with the use of and symbolized by the Trademarks, (ii) all causes of actions, claims and demands or other rights for, or arising from any infringement, including past infringement, of the Trademarks, (iii) to the extent that any trademark or service mark applications included in the Trademarks are filed on the basis of Assignor's "intent to-use" such trademarks or service marks, the portion of the business to which those trademarks or service marks apply (which business is ongoing and existing), and (iv) all rights corresponding thereto throughout the world, all upon the terms and subject to the conditions set forth in the Asset Purchase Agreement.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner and proprietor of the rights hereby conveyed.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

NANOOPTO CORPORATION,
a Delaware corporation

By: 
President, 7/17/07

Acknowledged and Accepted:

API NANOFABRICATION AND RESEARCH CORPORATION, a
Delaware corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

NANOOPTO CORPORATION,
a Delaware corporation

By: _____

Acknowledged and Accepted:

API NANOFABRICATION AND RESEARCH CORPORATION, a
Delaware corporation

By: Alona W. Mill
Its: V. P. SEE

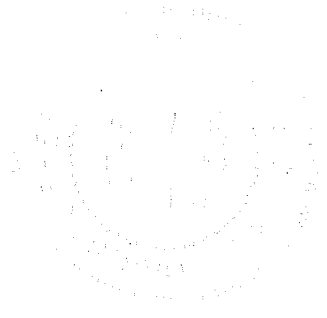
STATE OF New Jersey)
) SS.
COUNTY OF Morris)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Barry Kallander personally known to me to be President, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 17 th day of July, 2007.

Christopher A. Kinn
Notary Public

CHRISTOPHER A. KINN
ID # 2351500
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 10/02/2011



My commission expires: _____

STATE OF)
) SS.
COUNTY OF)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Thomas Mills personally known to me to be the VP+Sec of API Nanofabrication and Research Corporation, a Delaware corporation, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 20th day of July, 2007.


Notary Public

My commission expires: 10/31/10

JEANNE A. SCHOENER
NOTARY PUBLIC, State of New York
No. 5035252
Qualified in Nassau County
Commission Expires October 31, 2010

ATTACHMENT 1 TO ASSIGNMENT OF TRADEMARKS

REGISTERED
TRADEMARKS AND APPLICATIONS

<u>SERIAL NO.</u>	<u>REGISTRATION NUMBER</u>	<u>MARK</u>	<u>REGIST'N DATE</u>
78976365	3108239	NANOOPTO	June 20, 2006
78097508	2854932	[Design Only]	June 15, 2004
78351383	3189843	NANOOPTO	December 26, 2006
78144406	2955920	SUBWAVE	May 24, 2005