

DEED OF GIFT AND ASSIGNMENT

This Deed of Gift and Assignment is made by and between **TEXTRON INNOVATIONS INC.**, a corporation organized under the laws of Delaware and having its principal place of business at Providence, Rhode Island (hereinafter "Textron Innovations") and **BROWN UNIVERSITY RESEARCH FOUNDATION**, a nonprofit corporation organized under the laws of Rhode Island with offices at Providence, Rhode Island (hereinafter "BURF").

WHEREAS, Textron Innovations owns certain LaserWave™ ultrasonic patents and related technology and the LaserWave™ Trademark (the "Subject Technology") as described on Exhibit A attached hereto;

WHEREAS, Textron Innovations wishes to make a charitable donation of the Subject Technology to BURF, an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and an eligible recipient of charitable contributions as described in Section 170 of the Code;

WHEREAS, BURF is desirous of receiving the donation of the Subject Technology; and

WHEREAS, Textron Innovations' assignment of the Subject Technology to BURF is purely donative, and Textron Innovations will receive no goods or services or anything of value from BURF in exchange for the charitable contribution.

NOW, THEREFORE, with full donative intent and without limitation,

- (1) Textron Innovations does hereby irrevocably assign, transfer, convey, give and grant, absolutely and forever, to BURF, and BURF does hereby accept, all of Textron Innovations' right, title and interest in and to the Subject Technology; and
- (2) BURF agrees to comply fully and promptly with any applicable substantiation and disclosure requirements under the Code and regulations. Upon the request of Textron Innovations, BURF agrees to execute and deliver any documentation or otherwise provide cooperation in order to satisfy Internal Revenue Service requirements or requests.

IN WITNESS WHEREOF, the undersigned, by and through their authorized representatives, have caused this instrument to be duly executed and delivered as of the date set forth below.

TEXTRON INNOVATIONS INC.

By: *AMF*
Name: ARNOLD M. FRIEDMAN
Title: PRESIDENT

Date: JUNE 13, 2003

BROWN UNIVERSITY RESEARCH FOUNDATION

By: *William M Jackson*
Name: WILLIAM M JACKSON
Title: PRESIDENT

Date: June 13, 2003

EXHIBIT A

Patents:

No.	Patent No.	Description
1.	US 5 404 224	Polarizing optical interferometer having a dual use optical element
2.	US 5 410 405	Method and apparatus for measuring surface movement of a solid object that is subjected to external vibrations
3.	US 5 414 510	Method and apparatus for measuring surface movement of an object using a polarizing interferometer
4.	US 5 604 592	Laser ultrasonics-based material analysis system and method using matched filter processing
5.	US 5 623 307	Apparatus for measuring surface movement of an object that is subjected to external vibrations
6.	US 5 638 396	Laser ultrasonics-based material analysis system and method
7.	US 5 724 138	Wavelet analysis for laser ultrasonic measurement of material properties
8.	CA 2 224 189	Wavelet analysis for laser ultrasonic measurement of material properties
9.	US 5 793 489	Ultrasonic-based material analysis using an annular impulse beam
10.	US 5 781 304	Laser ultrasonics-based material analysis system and method
11.	US 5 798 835	Laser ultrasonics-based material analysis system and method utilizing optimum triggering time
12.	US 5 956 143	Laser ultrasonics-based material analysis system and method using lamb modes
13.	US 6 198 538	Match filter apparatus and method for remote ultrasonic determination of thin material properties
14.	US 6 393 384	Apparatus and method for remote ultrasonic determination of thin material properties using signal correlation
15.	US 5 286 313	Process control system using polarizing interferometer ¹

Note: The technology covered by patents 1, 2, 3, 5 and 15 was developed pursuant to contracts with the U.S. government and is therefore subject to certain U.S. government rights.

¹ The technology covered by patent US 5 286 313 was jointly developed by Textron Systems and Surface Combustion, Inc. and is subject to a licensing agreement between the two parties.

Related Technology:

Any foreign counterparts to the patents listed above.

Rights under the licensing agreement with Surface Combustion, Inc., with respect to the technology covered by patent US 5 286 313, "Process Control System Using Polarizing Interferometer."

Notes and reports related to research and development performed to date.

Results of testing performed in both laboratory and manufacturing environments.

Trademark:

The LaserWave™ trademark registered with the Federal Supplemental Register, Serial No. 745 13996, Registration Number 2,104,351.