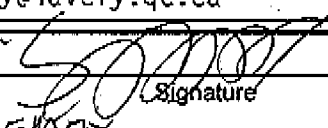


Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s):</p> <p>EXFO BURLEIGH PRODUCTS GROUP INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Execution Date(s) <u>November 18, 2004</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	<p>2. Name and address of receiving party(ies)</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name: <u>EXFO PHOTONIC SOLUTIONS INC.</u> Internal Address: _____</p> <p>Street Address: <u>2260 Argentia Road</u> City: <u>Mississauga</u> State: <u>Ontario</u> Country: <u>CANADA</u> Zip: <u>L5N 6H7</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Canada</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>INCHWORM</u></p> <p>B. Trademark Registration No.(s) <u>1278748</u></p> <p>Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Simon Lemay</u> Internal Address: _____ Street Address: <u>925 chemin St-Louis</u> <u>Ste. 500</u> City: <u>Québec</u> State: <u>Québec</u> Zip: <u>G1S 1C1</u> Phone Number: <u>418-266-3064</u> Fax Number: <u>418-688-3458</u> Email Address: <u>s.lemay@lavery.qc.ca</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers <u>4154</u> Expiration Date <u>08/08</u></p> <p>b. Deposit Account Number _____ Authorized User Name _____</p>
<p>9. Signature:</p> <p style="text-align: center;"> _____ Signature</p> <p style="text-align: right;"><u>2004/11/18</u> Date</p> <p style="text-align: center;"><u>SIMON LEMAY</u> Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 4</p>	

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5996, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$40.00 1278748

ASSIGNMENT OF TRADEMARK

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **EXFO BURLEIGH PRODUCTS GROUP INC.**, (the «Assignor») hereby assign, sell, grant, convey and transfer to **EXFO PHOTONIC SOLUTIONS INC.**, a corporation constituted under the laws of the Canada, having its head office at 2260, Argentia Road, Mississauga, Ontario, L5N 6H7, Canada, (the «Assignee»), all its right, title, and interest in and to the trademarks, trademark applications and registrations described in Schedule «A» attached hereto and incorporated herein by reference, as part of the entire business or portion thereof to which the marks pertain, together with the goodwill associated with said trademarks, in the United States and throughout the world.

Further, Assignor agrees that, upon request and without further compensation, but at no expense to Assignor, it and its legal representatives and assigns will do all lawful acts, including the execution of papers and the giving of testimony, that may be necessary or desirable for obtaining, sustaining, reissuing or enforcing said registrations and applications in the United States and throughout the world for said trademarks, and for perfecting, recording, or maintaining the title of Assignee, its successors and assigns, to said trademarks, and any registrations issued for said trademarks in the United States and throughout the world.

Assignor hereby irrevocably constitutes and appoints Assignee, with full power of substitution, as Assignor's true and lawful attorney-in-fact with full irrevocable power and authority in the place and stead of Assignor and in the name of Assignor or in its own name, to take any and all appropriate action and to execute and deliver any and all documents and instruments which may be necessary or desirable to accomplish the purposes of this Agreement.

Assignor represents and warrants that it has not granted and will not grant to others any rights inconsistent with the rights granted herein.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Deed of Assignment effective as of November 18, 2004.

ASSIGNOR:

ASSIGNEE:

EXFO BURLEIGH PRODUCTS GROUP INC.

EXFO PHOTONIC SOLUTIONS INC.

By: 

Pierre Plamondon, Director

By: Germain Lamonde,
Chairman of the Board & Secretary

SCHEDULE «A»

TRADEMARK : **INCHWORM**

Registration Number : **1,278,748**