

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is entered this 29th day of June, 2006, by and between Spectral Dimensions, Inc. having a principal place of business at 3416 Olandwood Court., Suite. 210, Olney, MD 20832 ("Assignor") and Malvern Instruments Incorporated, having a principal place of business at 10 Southborough Road, Southborough, Massachusetts 01772 ("Assignee").

WHEREAS, Assignor and Assignee are parties to a certain Asset Purchase Agreement dated as of June 30, 2006 (the "Purchase Agreement"), pursuant to which Assignee has agreed to purchase certain assets of Assignor, and Assignor has agreed to cause the same to be transferred, assigned and contributed to Assignee;

WHEREAS, Assignor owns all right, title and interest in and to and is the sole and exclusive owner of the United States trademarks and trademark applications listed on Schedule A, attached hereto and incorporated herein (collectively, the "Marks"); and

WHEREAS, pursuant to the Purchase Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the Marks and Assignee is desirous of acquiring the same.

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, as beneficial owner, does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of the Marks. Assignor does further consent to the recordation of this assignment by Assignee with the Commissioner of Patents and Trademarks.

IN WITNESS WHEREOF the Assignor has executed this Assignment as of the date first written above.

Assignor

By: 

Title: PRESIDENT + CEO

State of: Maryland)

County of: Montgomery)

On this 29th day of June, 2006, before me appeared Edgar Neil Lewis, the person who signed this instrument on behalf of _____, who acknowledged that he/she signed it on behalf of the identified _____ as _____ of the identified _____ and pursuant to authority duly received.


Notary Public

NAVID
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires October 17, 2009

SCHEDULE A

MARK	(APPLICATION NO.) REGISTRATION NO.	(APPLICATION DATE) REGISTRATION DATE
SPECTRAL DIMENSIONS	2810221	2/3/2004
THE CHEMICAL IMAGING EXPERTS	3016713	11/22/2005
ISYS	2937306	4/5/2005
SAPPHIRE	(76538751)	(8/21/2003)

CHI 3524482.v1

RECORDED: 12/01/2006

TRADEMARK 
REEL: 003437 FRAME: 0822 6/29/06