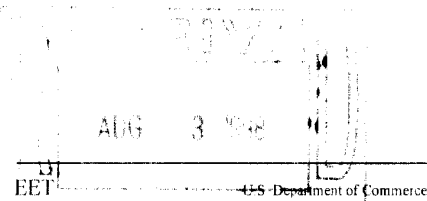


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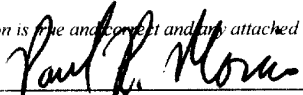
EET U.S. Department of Commerce

OMH No. 0651-0011 (exp. 4/94)

100787050

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

<p>1. Name of conveying party(ies): Butterworth Systems, Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies): Name: Butterworth Technology, Inc.</p> <p>Internal Address:</p> <p>Street Address: 16737 West Hardy Street</p> <p>City: Houston State: Texas Zip: 77060</p> <p>Additional name(s) & address(es) 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</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other</p> <p>Execution Date: _____</p>			
<p>4. Application number(s) or registration number(s):</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <p>A. Patent Application No.(s): 08/786,674; 08/597,701</p> <p>B. Patent No.(s): 5,640,983</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Paul R. Morico Arnold, White & Durkee P.O. Box 4433</p> <p>City: Houston State: Texas Zip: 77210-4433</p>		<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 C.F.R. 3.41)----- \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account if check insufficient or inadvertently omitted</p> <p>8. Deposit account number: <u>01-2508/BSR1007/mor</u> (Attach duplicate copy of this page if paying by deposit account)</p>	
DO NOT USE THIS SPACE			
<p>9. Statement and signature</p> <p><i>To the best of my knowledge and belief, the foregoing information is true and correct and my attached copy is a true copy of the original document.</i></p> <p>Paul R. Morico  <u>7-29-98</u></p> <p>Name of Person Signing, Reg. No. 35,960 _____ Signature _____ Date _____</p> <p>Total number of pages including cover sheet, attachments and documents: _____</p>			

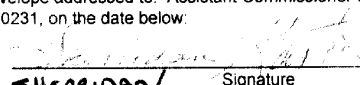
Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner of Patents and Trademarks (Attention: Box Assignments)
Washington, D.C. 20231

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CERTIFICATE OF MAILING
37 C.F.R. 18

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Assistant Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date below:

July 29, 1998
Date


SHERIDAN Signature
STATION

ASSIGNMENT

WHEREAS, BUTTERWORTH SYSTEMS, INC. (hereinafter referred to as "BSI"), a company organized and existing under the laws of the state of Texas, having a place of business at 16737 West Hardy Street, Houston, Texas 77060, U.S.A., is the sole owner of United States Letters Patent No. 5,640,983, issued on June 24, 1997, from United States Patent Application Serial No. 08/597,701, filed February 5, 1996, entitled, "TANK CLEANING DEVICE." invented by George L. Sherman, Jr., and Daniel G. Elko, and United States Patent Application No. 08/786,674 (which is a divisional application of United States Patent Application No. 08/597,701), filed January 21, 1997, entitled, "IMPROVED TANK CLEANING DEVICE." invented by George L. Sherman, Jr., and Daniel G. Elko, and all other divisional, continuing, substitute, renewal, reissue and all other applications for patent which have been or shall be filed in the United States and all foreign countries on any of such improvements, all original and reissued patents which have been or shall be issued in the United States and all foreign countries on such improvements, and specifically including the right to file foreign applications under the provisions of any convention or treaty and claim priority based on United States Application Serial No. 08/597,701 in the United States (the "Assigned Property"), by virtue of an Assignment from George L. Sherman, Jr., and Daniel G. Elko, Assignors, to Butterworth Sales & Repairs, Inc., Assignee, recorded at Reel/Frame 7860/0019, three pages, document dated February 5, 1996, and by virtue of an Assignment from Butterworth Sales & Repairs, Inc., Assignor, to Butterworth Systems, Inc., Assignee, recorded at Reel/Frame 8297/0671, three pages, document dated December 24, 1996;

WHEREAS, BUTTERWORTH TECHNOLOGY, INC. (hereafter referred to as "BTI"), a company organized and existing under the laws of the state of Delaware, having a place of business at 16737 West Hardy Street, Houston, Texas 77060, U.S.A., is desirous of acquiring the entire right, title, interest in, to , and under the aforesaid Assigned Property.

NOW, THEREFORE, WITNESSETH, that, for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid by said BTI, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said BSI has sold, assigned, and transferred and does hereby sell, assign, and transfer to said BTI the above Assigned Property, and for the use of its successors, assigns, or other legal representatives, as fully and as entirely as the same would have been held and enjoined by said BSI if this assignment and sale had not been made.

BSI hereby covenants that it has the fully right to convey the entire interest herein assigned and that it has not executed and will not execute any agreement in conflict herewith.

BUTTERWORTH SYSTEMS, INC.

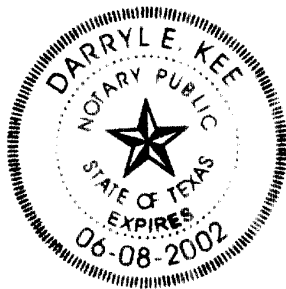
Dated: July 21, 1998

By: *George L. Sherman Jr*
Name: George L. Sherman, Jr.
Title: President

STATE OF TEXAS §
 § ss.
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared George L. Sherman, Jr., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he is president of Butterworth Systems, Inc., and as such is authorized to execute the same for the purposes and consideration therein expressed.

[SEAL]



[Signature]
Notary Public in and for
The State of Texas