

A S S I G N M E N T

FOR ONE DOLLAR (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we,

Subir Roychoudhury and
William C. Pfefferle

being the inventors of certain improvements in Pre-Converter
Mounted Device
hereby assign unto Precision Combustion, Inc.

a corporation organized and existing under the laws of the State of
Connecticut, and having a principal place of business at
25 Science Park, New Haven, CT 06511
the entire right, title and interest in and to such invention,
together with the patent rights and rights of protection to the same
throughout the world, including any patent rights which may result
from the application for United States Letters Patent which we have
executed on even date herewith and preparatory to obtaining Letters
Patent of the United States therefor and in and to any and all
divisions, reissues, continuations and extensions thereof and in and
to any Letters Patent that may be granted thereon; said invention,
application and Letters Patent to be held and enjoyed by the said
assignee for its own use and behoof and for the use and behoof of
its successors and assigns, to the full end of the term for which
said Letters Patent or other rights of protection may be granted,
as fully and as entirely as the same would have been held and enjoyed
by us had this assignment and sale not been made.

AND WE COVENANT, AGREE AND WARRANT that we have a full and
unencumbered title to the invention hereby assigned, and we further
covenant and agree that we will, at any time upon request, without
further compensation, execute and deliver any and all papers or
instruments that in the opinion of the assignee may be necessary or
desirable to secure said assignee the full enjoyment of the rights
and properties herein conveyed or intended to be conveyed.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 14th day of February, 1997.

Subir Roychoudhury
William C. Pfefferle

STATE OF Connecticut)
COUNTY OF New Haven) SS.:

On this 14th day of February, 1997, before me, a Notary
Public, personally appeared Subir Roychoudhury and William Pfefferle
to me known and known to me to be the individuals named in and who
executed the foregoing instrument, and they being by me first duly
sworn, did acknowledge that they executed the same as their own free
act and deed and as and for the purposes therein set forth.

(seal)

Edith N. Huzar
my commission expires 7/31/97