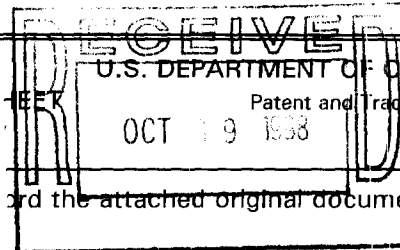


10-30-1998



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MRO 10-19-98

To the Honorable Commissioner c
thereof.

and the attached original documents or copies

1. Name of conveying party(ies):
Russell H. Barton
Peter R. Gibb
Joel A. Ronne
Henry H. Voss

2. Name and address of receiving party(ies):

Ballard Power Systems Inc.
9000 Glenlyon Parkway
Burnaby BC
Canada V5J 5J9

Additional name(s) of conveying party(ies) attached? Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Execution Dates: September 23, 1998,
October 1, 1998

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

09/116,179

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence
concerning document should be mailed:

Robert W. Fieseler
McAndrews, Held & Malloy
500 West Madison Street
34th Floor
Chicago, Illinois 60661

6. Total number of applications and patents
involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00 ^E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 13-0017

(Attach duplicate copy of this page if paying by deposit account)

10/28/1998 SOURCE 00000006 09116179

FC:581 40.00 DE

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Signature and Registration Number: Robert W. Fieseler 31,826 Date: October 16, 1998

Name of Person Signing: Robert W. Fieseler

Total number of pages including cover sheet, attachments and document: 5

A S S I G N M E N T

Joint

File No. 11821US02 Application Serial No. 09/116,179
Inventors: Russell H. Barton Filing Date: July 15, 1998
 Peter R. Gibb
 Joel A. Ronne
 Henry H. Voss

In consideration of One Dollar (\$1.00) and other good and valuable considerations in hand paid, the receipt and sufficiency whereof are hereby acknowledged, each of the undersigned hereby assign to **Ballard Power Systems Inc., a corporation under the Canadian Business Corporations Act**, its successors and assigns, the entire right, title and interest in the invention or improvements of the undersigned disclosed in an application for Letters Patent of the United States, entitled: **AN IMPROVED MEMBRANE ELECTRODE ASSEMBLY FOR AN ELECTROCHEMICAL FUEL CELL AND A METHOD OF MAKING AN IMPROVED MEMBRANE ELECTRODE ASSEMBLY**; and identified as File No. 11821US02 in the offices of **McANDREWS, HELD & MALLOY, LTD.**, and in said application and any and all other applications, both United States and foreign, which the undersigned may file, either solely or jointly with others, on said invention or improvements, and in any and all Letters Patent of the United States and foreign countries, which may be obtained on any of said applications, and in any reissue or extension of such patents, and further assign to said assignee the priority right provided by the International Convention.

Each of the undersigned hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said assignee.

Each of the undersigned hereby authorize and request the attorneys of record in said application to insert in this assignment the filing date and serial number of said application when officially known.

Each of the undersigned warrants himself to be the owner of the entire right, title and interest in said invention or improvements and to have the right to make this assignment, and further warrants that there are no outstanding prior assignments, licenses, or other encumbrances on the interest herein assigned.

For said considerations each of the undersigned hereby agree, upon the request and at the expense of said assignee, its successors and assigns, to execute any and all divisional, continuation and substitute applications for said invention or improvements, and any necessary oath, affidavit or declaration relating thereto, and any application for the reissue or extension of any Letters Patent that may be granted upon said

application, and any and all applications and other document for Letters Patent in foreign countries on said invention or improvements, that said assignee, its successors or assigns may deem necessary or expedient, and for the said considerations each of the undersigned authorizes said assignee to apply for patents for said invention or improvements in its own name in such countries where such procedure is proper and further agrees, upon the request of said assignee, its successors and assigns, to cooperate to the best of the ability of the undersigned with said assignee, its successors and assigns, in any proceedings or transactions involving such applications or patents, including the preparation and execution of preliminary statements, giving and producing evidence, and performing any and all other acts necessary to obtain said Letters Patent, both United States and foreign, and vest all rights therein hereby conveyed in the assignee, its successors and assigns, whereby said Letters Patent will be held and enjoyed by the said assignee, its successors and assigns, to the full end of the term for which said Letters Patent will be granted, as fully and entirely as the same would have been held and enjoyed by the undersigned if this assignment had not been made.

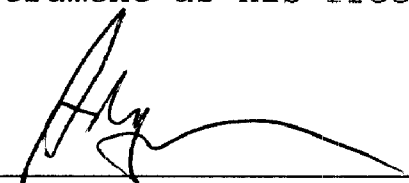
SIGNED at Burnaby Province of British Columbia, Canada
this 23 day of Sept, 1998.



Russell H. Barton

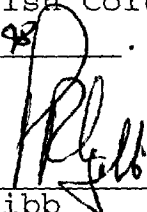
I hereby certify that before me personally appeared Russell H. Barton to me known and known to me to be the individual described in the foregoing instrument, and that in my presence executed this instrument and who by me having been sworn did acknowledge that he executed the instrument as his free act and deed on the day and year aforesaid.

SEAL:



Notary Public


SIGNED at Burnaby, Province of British Columbia, Canada
this 01 day of OCTOBER, 1998.



Peter R. Gibb


I hereby certify that before me personally appeared Peter R. Gibb to me known and known to me to be the individual described in the foregoing instrument, and that in my presence executed this instrument and who by me having been sworn did acknowledge that he executed the instrument as his free act and deed on the day and year aforesaid.

SEAL:



Notary Public

SIGNED at Burnaby, Province of British Columbia, Canada
this 23 day of September, 1998.



Joel A. Ronne

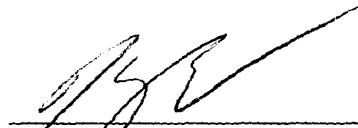
I hereby certify that before me personally appeared Joel A. Ronne to me known and known to me to be the individual described in the foregoing instrument, and that in my presence executed this instrument and who by me having been sworn did acknowledge that he executed the instrument as his free act and deed on the day and year aforesaid.

SEAL:



Notary Public

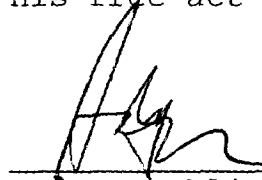
SIGNED at Burnaby, Province of British Columbia, Canada
this 23 day of September, 1998.



Henry H. Voss

I hereby certify that before me personally appeared Henry H. Voss to me known and known to me to be the individual described in the foregoing instrument, and that in my presence executed this instrument and who by me having been sworn did acknowledge that he executed the instrument as his free act and deed on the day and year aforesaid.

SEAL:



Notary Public