

11-25-1998



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PATENT

Attorney Docket No. 937-P6001A and 937-P6001B

Box Assignment
Commissioner of Patents & Trademarks
Washington, DC 20231

Assignment of Partnership Interest Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name of conveying parties. Nalco FT, Inc.
2. Name and Address of Receiving Party. Fuel Tech, Inc. 1001 Frontenac Road, Naperville, Illinois, 60563.
3. Nature of Conveyance: Assignment of Partnership Interest. Execution Date: April 30, 1998.
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Thaddius J. Carvis, Registration No., 26,110
 Attorneys for Applicants
 ST. ONGE STEWARD JOHNSTON & REENS LLC
 986 Bedford Street
 Stamford, CT 06905-5619
 203 324-6155

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *Express Mail Post Office to Addressee* Mailing Label Number EM269697564US in an envelope addressed to: Box Assignment; Commissioner of Patents and Trademarks; Washington, DC 20231.

November 19, 1998

Nancy S. Guth
 Nancy S. Guth

POE

11/24/1998 DNGUYEN 00000077 5740745

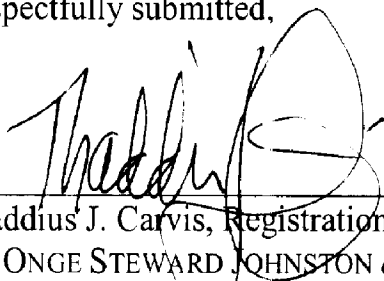
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PATENT
REEL: 9596 FRAME: 0136

5. Patent/Patent Application Numbers: Patent No. 5,740,745 and Patent Application Serial No. 09/000,629.
6. Total Number of Applications Involved: 2
7. Total Fee (37 CFR 3.41). \$80.00 due. A check for this amount is enclosed.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper Deposit to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 4. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,



Thaddius J. Carvis, Registration No., 26,110
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

COPY

ASSIGNMENT OF PARTNERSHIP INTEREST

This Assignment of Partnership Interest (this "Assignment") is made as of April 30, 1998 by NALCO FT, INC., a Delaware corporation (the "Seller"), to FUEL TECH, INC., a Massachusetts corporation (the "Purchaser").

WHEREAS, the Seller owns a fifty percent (50%) partnership interest (the "Partnership Interest") in Nalco Fuel Tech, a Delaware general partnership organized under a Partnership Agreement dated as of January 31, 1990, as amended, between the Seller and the Purchaser; and

WHEREAS, the Seller, Nalco Chemical Company (for the limited purposes set forth therein), and the Purchaser have entered into a Purchase Agreement dated as of March 23, 1998 (the "Purchase Agreement") providing for the sale, conveyance, assignment, transfer and delivery of the Partnership Interest by the Seller to the Purchaser;

NOW, THEREFORE, the Seller does hereby sell, convey, assign, transfer and deliver to the Purchaser all of its rights under, title to and interest in the Partnership Interest.

Upon the reasonable request of the Purchaser, the Seller agrees to execute and deliver such other documents and instruments and to take such other actions as may be necessary or desirable hereafter from time to time in order to effectuate completely the sale, conveyance, assignment, transfer and delivery to the Purchaser of the Partnership Interest.

This Assignment is made without any representation or warranty by the Seller, and shall be without recourse to the Seller, except as expressly set forth in the Purchase Agreement and the Mutual Release (as defined in the Purchase Agreement).

This Assignment shall be binding upon the Seller and its successors and permitted assigns and shall inure to the benefit of the Purchaser and its successors and permitted assigns.

This Assignment shall be governed by, and construed in accordance with the internal laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof.

IN WITNESS WHEREOF, the Seller has caused this Assignment to be executed and delivered as of the date first above written.

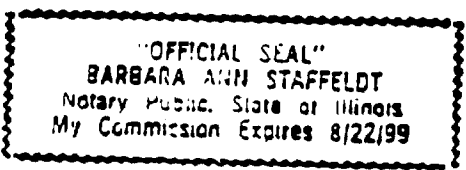
NALCO FT, INC.

By: W.C. Marshall &
Name: W.C. Marshall
Title: Treasurer

STATE OF Illinois)
) ss:
 COUNTY OF DuPage)

On this, the 30th day of April, 1998, before me, a Notary Public, the undersigned officer, personally appeared W.G. Marshall personally known to me (or satisfactorily proven) to be the person who executed this instrument on behalf of Nalco FT Inc. and acknowledged to me that he/she executed it for the purposes herein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Official Seal.

(SEAL) 

Barbara Ann Staffeldt
 Notary Public
 My commission expires: