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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Unless filed with a new application, mail to: BOX ASSIGNMENT, Commissioner of Patents and Trademarks, Washington, D.C. 20231

1. Name of conveying party(ies):
William J. Wohltmann, Jr., Barry J. Feldman, John R. Nobile, John L. Sandor, John A. Triunfo, Jr.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: NTC TECHNOLOGY INC.
Address: 100 North Market Street, Suite #780, Wilmington Trust Center, Wilmington, DE 19801
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 21, 1998

CERTIFICATE OF MAILING
I hereby certify that this paper or fee along with any attachments referred to or identified as being attached or enclosed is being deposited with the United States Postal Service as First Class Mail (under 37 C.F.R. § 1.8(a)) on the date of deposit shown below with sufficient postage and in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.
January 4, 1999
Date of Deposit

Signature of registered practitioner or other person having reasonable basis to expect mailing to occur on date of deposit shown pursuant to 37 C.F.R. § 1.8(a)(1)(ii)
Joseph A. Walkowski
Typed/printed name of person whose signature is contained above

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. U.S. Patent Application No.(s)
B. U.S. Patent No.(s)
Additional numbers attached? Yes No

6. Total number of U.S. applications and U.S. patents involved:
7. Total fee (37 C.F.R. § 3.41) \$ 40.00
(\$40.00 times number in box 6)
Check no. 10987 is enclosed in this amount.
8. The Commissioner is hereby authorized to charge any deficiency or credit any overpayment to deposit account number 20-1469.

5. Name and address of party to whom correspondence concerning this document should be mailed:
Name: Joseph A. Walkowski
Trask, Britt & Rossa
P.O. Box 2550
Salt Lake City, UT 84110-2550
Attorney Docket No. 3712US

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct.

Joseph A. Walkowski
Name of Person Signing
Reg. No. 28,765

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

January 4, 1999
Date

ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, sufficiency and adequacy of which are hereby acknowledged, each undersigned ASSIGNOR does hereby:

SELL, ASSIGN AND TRANSFER to NTC TECHNOLOGY INC. ("ASSIGNEE"), a corporation of the state of Delaware having a place of business at 100 North Market Street, Suite #780, Wilmington Trust Center, Wilmington, DE 19801, the entire right, title and interest for the United States and all foreign countries in and to any and all improvements which are disclosed in the Application for United States Letters Patent Serial No. 29/095,090 filed on October 15, 1998, and entitled AIRWAY VALVE, such application and all divisional, continuing, substitute, renewal, reissue and all other applications for patent or the legal equivalent thereof which have been or may be filed in the United States and all foreign countries relating to any of such improvements; all original, reexamined 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 such application made in the United States;

AUTHORIZE the ASSIGNEE to apply for and receive any and all United States and foreign patents relating to such improvements in its own name;

AUTHORIZE AND REQUEST the issuing authority to issue any and all United States and foreign patents granted on such improvements to and in the name of the ASSIGNEE;

WARRANT AND COVENANT that no assignment, grant, mortgage, license or other agreement or encumbrance affecting the rights and property herein conveyed has been or will be made or entered into by the undersigned, and that the full right to convey the same as herein expressed is possessed by the undersigned;

COVENANT, when requested and at the expense of the ASSIGNEE, to carry out in good faith the intent and purpose of this assignment, to execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications relating to any and all such improvements; to execute all rightful oaths, declarations, assignments, powers of attorney and other papers; to communicate to the ASSIGNEE all facts and provide to the ASSIGNEE all documents and things known and accessible to the undersigned relating to such improvements and the history thereof, and testify as to the same in any interference, litigation or other proceeding relating thereto; and generally to do everything possible which the ASSIGNEE shall consider desirable for vesting title to such improvements in the ASSIGNEE, and to

secure, maintain, defend and enforce valid and enforceable patent protection for such improvements;

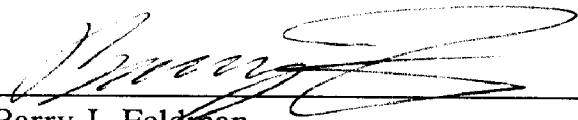
AGREE and ACKNOWLEDGE that the SALE, ASSIGNMENT AND TRANSFER of rights and property set forth herein is and shall be **IRREVOCABLE** and **BINDING** upon the heirs, assigns, representatives and successors of each undersigned **ASSIGNOR** and **EXTEND** to the successors, assigns and nominees of the **ASSIGNEE**.

ASSIGNORS:



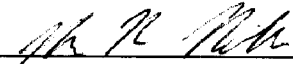
William J. Wohltmann, Jr.
Residing at: 1055 Oaktree Drive, San Jose, CA 95129

Date 12-21-98



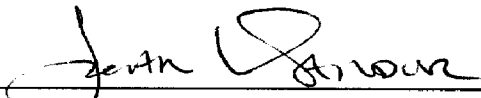
Barry J. Feldman
Residing at: 15 Renee Court, Cheshire, CT 06410

Date Dec. 11, 1998



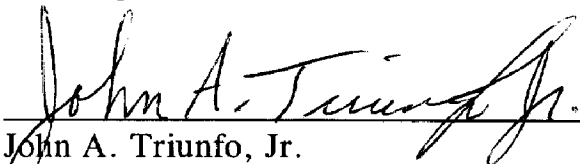
John R. Nobile
Residing at: 65 Forest Avenue, Fairfield, CT 06430

Date 12/12/98



John L. Sandor
Residing at: North Haven, CT

Date 12-11-98

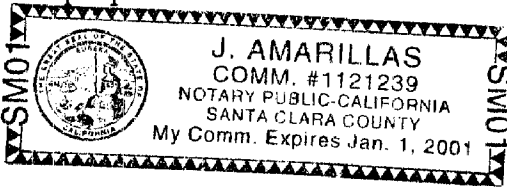


John A. Triunfo, Jr.
Residing at: Fairfield, CT

Date 12/11/98

STATE OF California)
COUNTY OF Santa Clara : ss.

BEFORE ME, the undersigned authority, on this 21st day of Dec., 1998, personally appeared William J. Wohltmann, Jr., personally known or proven by satisfactory documentary evidence to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.



J. Amarillas
Notary or Consular Officer

STATE OF Connecticut)
COUNTY OF New Haven : ss.

BEFORE ME, the undersigned authority, on this 11th day of December, 1998, personally appeared Barry J. Feldman, personally known or proven by satisfactory documentary evidence to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Lorraine M. Napolitano
Notary or Consular Officer
COMMISSION EXPIRES JAN. 31, 2001

STATE OF CT)
COUNTY OF Fairfield : ss.

BEFORE ME, the undersigned authority, on this 15th day of December, 1998, personally appeared John R. Nobile, personally known or proven by satisfactory documentary evidence to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

John R. Nobile
Notary or Consular Officer

VERNON E. SPENCER
NOTARY PUBLIC
MY COM. EXPIRES OCT. 31, 2003

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

BEFORE ME, the undersigned authority, on this 11th day of December, 1998, personally appeared John L. Sandor, personally known or proven by satisfactory documentary evidence to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Lorraine M. Pagliotola
Notary or Consular Officer

NOTARY PUBLIC
COMMISSION EXPIRES JAN. 31, 2000

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

BEFORE ME, the undersigned authority, on this 11th day of December, 1998, personally appeared John A. Triunfo, Jr., personally known or proven by satisfactory documentary evidence to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Lorraine M. Pagliotola
Notary or Consular Officer

NOTARY PUBLIC
COMMISSION EXPIRES JAN. 31, 2000