

RECORDATORY 05-19-1999
PI
101040703

Tab settings

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

1. Name of conveying party(ies):
 BLASINGAME TRUST
 330 SOUTH MAPLE
 ADAMSVILLE, TN 38310

*WRD
5-12-99*

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: JANUARY 28, 1999

2. Name and address of receiving party(ies)

Name: AQUA DYNAMICS SYSTEMS, INC.
 Internal Address: 330 SOUTH MAPLE
ADAMSVILLE, TN 38310
ATTENTION: JOYCE LONG
 Street Address: 330 SOUTH MAPLE
 City: ADAMSVILLE State: TN ZIP: 38310

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

4. Application number(s) or patent number(s): SEE ATTACHED LIST

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) _____

Additional numbers attached? Yes No

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

Name: JOYCE LONG
 Internal Address: 330 SOUTH MAPLE
ADAMSVILLE, TN 38310
 Street Address: _____

05/18/1999 JSHABAZZ 00000112 4865748
 01 FC:581 400.00 OP
 City: _____ State: _____ ZIP: _____

6. Total number of applications and patents involved: 10

7. Total fee (37 CFR 3.41): \$ 400.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

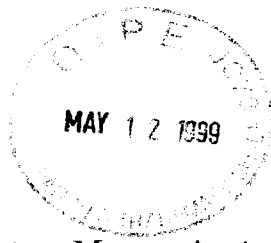
DO NOT USE THIS SPACE

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.

LOUIS CIMA, TRUSTEE *Louis Cima* 1/28/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box 503
 Washington, D.C. 20231



Aqua Dynamics Patents

- 1 # 4,865,748 dated 9/12/89; Inventor: Morse, Assigned Aqua Dynamics; Method and System for Variable Frequency Electromagnetic water treatment.
- 2 # 4,963,268 dated 10/16/90; Inventor Morse, Assigned Aqua Dynamics; Method and System for Variable Frequency Electromagnetic Water Treatment.
- 3 # 5,306,887 dated 4/26/94; Inventor: Sammy Smith, Assigned to Aqua Dynamics; Method of Accelerating the Heating of Aqueous Fluids
- 4 # 5,139,675 dated 8/18/92; Inventor: Arnold/Ginn, Filtration Cleaning System.
- 5 # 5,173,169 dated 12/22/92; Inventor: Garrison/Fanini, Assigned to Aqua Dynamics; Electroplating Method and Apparatus.
- 6 # 5,113,751 dated 5/19/92; Inventor: Holcomb/Arnold and Garrison, Assigned to Aqua Dynamics; Beverage Brewing System.
- 7 UD94EU0012, Italy – Method & System for Variable Frequencies Electromagnetic Water Treatment 4/19/94
- 8 # 0338 697 B1, European dated 1/19/94, Inventor: Morse; Assigned to Aqua Dynamics, Method and System for Variable Frequency Electromagnetic Water Treatment.
- 9 Canadian Patent # 1,338,534, dated 8/20/96, Inventor: Morse; Assigned to Aqua Dynamics, Method and System for Variable Frequency Electromagnetic Water Treatment.
- 10 Japan is reviewing our patent application on Method and System for Variable Frequency Electromagnetic Water Treatment so the patent is pending in Japan.

PATENT ASSIGNMENT

THIS ASSIGNMENT, made and entered into as of the 28th day of January, 1999, between BLASINGAME TRUST, an irrevocable trust and AQUA DYNAMICS SYSTEMS, INC., a Delaware Corporation.

WHEREAS, Blasingame Trust was assigned all right, title and interest in and to the patents and patent applications listed on Exhibit "A" attached, the inventions covered thereby and improvements thereto, any and all divisions, reissues, continuations, and extensions thereof to include any license agreements associated with these patents, together with all claims and demands that are applicable under law or in equity, arising from past infringements of such patents, and all rights of priority resulting from the filing of the application leading to said patents, or from any filing in any foreign country of any application corresponding with or resulting from any such application.

NOW THEREFORE, Blasingame Trust hereby assigns all its rights, as stated above to Aqua Dynamics Systems, Inc. and authorizes and requests any official whose duty it is to issue in any country a patent or patents on said inventions or improvements to issue such patents or patents to Aqua Dynamics Systems, Inc.

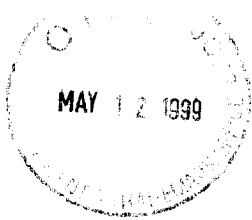
Blasingame Trust further covenants and warrants that it has full right to convey the entire interest herein, subject to the consent of Regions Bank, formerly known as United American Bank, and that it owns all rights conveyed hereunder with the exception that Regions Bank has a certain Security Interest in and this Security Interest will continue in place as it is with no releases being made subject to this Assignment and that Blasingame Trust has not previously sold, assigned except to Regions as previously stated or otherwise transferred any interest in said inventions and improvements and has not executed and will not at any time in the future execute any agreement in conflict herewith.

All notices, request, demands, and other communications called for or contemplated hereunder shall be in writing and shall be deemed to have been duly given when mailed by United States Certified or Registered Mail, prepaid, addressed to the parties or to their successors in interest, or when given via any reliable overnight delivery service, sent on the most expedited basis available, at the following addresses, or such other addresses as the parties may designate by written notice:

To: Louis Cima
Blasingame Trust
330 South Maple
Adamsville, TN 38310

PATENT

REEL: 009942 FRAME: 0883



To: Benard Blasingame
Aqua Dynamics Systems, Inc.
P.O. Box 829
Adamsville, TN 38310

In testimony whereof, Blasingame Trust has caused this assignment to be signed by its duly authorized Trustee this 28th day of January, 1999.

Louis Cima
Blasingame Trust
By: Louis Cima, Co-Trustee

Benard Blasingame
Aqua Dynamics Systems, Inc.
By: Benard Blasingame, President

Authorized and consented to by:

[Signature]
Regions Bank
By: _____
Title: _____
Date: _____
N/A separate filed

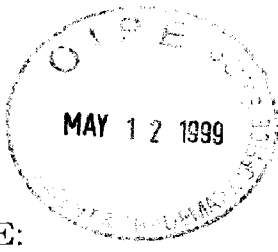
STATE OF TENNESSEE, COUNTY OF MCNAIRY:

Before me, the undersigned Notary in and for said State and County, personally appeared Louis Cima, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Trustee of the Blasingame Trust, the within named bargainor, and that he as such Trustee executed the foregoing instrument for the purposes therein contained, by signing the name of the Trust by himself as such Trustee.

Witness my hand and notarial seal this 28th day of JAN., 1999.

Wanda Young
Notary Public

My Commission Expires: Sept. 21, 1999



STATE OF TENNESSEE:
COUNTY OF McNAIRY:

Before me, the undersigned Notary in and for said State and County, personally appeared Earl Benard Blasingame, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the President of Aqua Dynamics Systems, Inc., the within named bargainer, a corporation, and that he as President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and notarial seal this 28th day of January, 1999.

Joye Song
Notary Public

My Commission Expires: June 26, 2000