

05-24-1999

Client Code: MICROPH.003A and 1

Re-Sub
5-11-99

R SHEET

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TO THE ASSISTANT COMMISSIONER FOR PATENTS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Microphor, Inc.

Additional name(s) of conveying party(ies) attached?

() Yes (X) No

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

Name: MotivePower Investments Limited

Internal Address:

Street Address: 1200 Reedsdale Street

City: Pittsburgh State: Pennsylvania ZIP: 15233

Additional name(s) of receiving party(ies) attached?

() Yes (X) No

1-25-99

3. Nature of conveyance:

- (x) Assignment
 () Merger
 () Security Agreement
 () Change of Name
 () Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) January 4, 1999

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

() Application(s) filed herewith Execution Date(s):

(X) Patent Application No.: 08/925,653

Filing Date: September 9, 1997

Patent Application No. 09/149,358

Filing Date: September 8, 1998

() Patent No.:

Issue Date:

Additional numbers attached? () Yes (X) No

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

Name: Adeel S. Akhtar
 KNOBBE, MARTENS, OLSON & BEAR, LLP
 Customer No. 20,995

Internal Address: Sixteenth Floor

Street Address: 620 Newport Center Drive

City: Newport Beach State: CA ZIP: 92660

Attorney's Docket No.: MICROPH.003A and

MICROPH.003CPI

7. Total fee (37 CFR 3.41): \$80.00

- () Enclosed
 () Authorized to be charged to deposit account
 (X) Previously paid

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and patents involved: Two (2)

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.

Adeel S. Akhtar
 Name of Person Signing

Adeel S. Akhtar
 Signature

May 6, 1999
 Date

41,394
 Registration No.

Total number of pages including cover sheet, attachments and document: 3

80E

Mail documents to be recorded with required cover sheet information to:

05/21/1999 DNGUYEN 00000273 111410 08935653

01 FC:581 80.00 CH

Assistant Commissioner for Patents
 Box Assignments
 Washington, D.C. 20231

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 011999

PATENT
 REEL: 009962 FRAME: 0135

ASSIGNMENT

WHEREAS, Microphor, Inc., a Delaware corporation having offices at 452 East Hill Road (hereinafter "ASSIGNOR"), represents and warrants that it is the sole owner of the entire right, title, and interest to certain new and useful improvements for which ASSIGNOR has filed the following United States applications for Letters Patents in the United States (hereinafter "the Patent Applications"):

<u>Application No.</u>	<u>Filing Date</u>	<u>Title</u>
08/925,653	September 9, 1997	VEHICLE MOUNTED FLUID DELIVERY SYSTEM WITH RETRACTABLE ARM
09/149,358	September 8, 1998	VEHICLE MOUNTED FLUID DELIVERY SYSTEM WITH RETRACTABLE ARM

WHEREAS, MotivePower Investments Limited, a Delaware corporation, having offices at 1200 Reedsdale Street, Pittsburgh, Pennsylvania 15233 (hereinafter "ASSIGNEE") desires to purchase the entire right, title, and interest in and to the inventions disclosed in the Patent Applications;

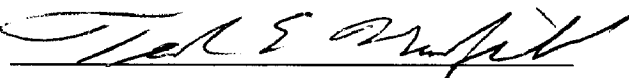
NOW, THEREFORE, in return for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby further acknowledges that it has sold, assigned, and transferred, and by these presents does hereby sell, assign, and transfer, unto ASSIGNEE, its successors, legal representatives, and assigns, the entire right, title, and interest throughout the world in, to, and under the said improvements, and the said Patent Applications and all Patents that may be granted thereon, and all divisions, continuations, reissues, reexaminations, renewals, and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent that may hereafter be filed for said improvements or for the said Patent Applications in any country or countries foreign to the United States; and ASSIGNOR hereby authorizes and requests the Commissioner of Patents of the United States, and any Official of any country foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements and all Letters Patents resulting from the Patent Applications to ASSIGNEE, its successors, legal representatives, and assigns, in accordance with the terms of this Agreement.

ASSIGNOR does hereby sell, assign, transfer, and convey to ASSIGNEE, its successors, legal representatives, and assigns all claims for damages and all remedies arising out of any violation of the rights assigned hereby that may have accrued prior to the date of assignment to ASSIGNEE, or may accrue hereafter, including, but not limited to, the right to sue for, collect, and retain damages for past infringements of the said issued Letters Patents;

ASSIGNOR hereby covenants and agrees that it will communicate to ASSIGNEE, its successors, legal representatives, and assigns any facts known to ASSIGNOR respecting the Patent Applications immediately upon becoming aware of those facts, and that it will testify in any legal proceeding involving any of the Patent Applications, will sign all lawful papers, execute all divisional, continuing, and reissue applications, make all rightful oaths, and will generally do everything possible to aid ASSIGNEE, its successors, legal representatives, and assigns to obtain and enforce the Patent Applications in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 4th day of January 1999

MICROPHOR, INC.

By: 

Name: Ted E. Mayfield

Title: Vice President

STATE OF CALIFORNIA

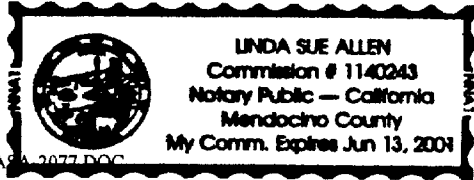
COUNTY OF MENDOCINO

]] ss.
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On Jan. 4, 1999, before me, Linda Sue Allen, personally appeared Ted E. Mayfield, personally known to me ~~(or proved to me on the basis of satisfactory evidence)~~ to be the person(s) whose name(s) is ~~are~~ subscribed to the within instrument, and acknowledged to me that they executed the same in their authorized capacity(ies), and that by their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



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Linda Sue Allen
Notary Signature