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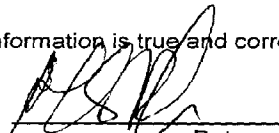
To the Honorable Commissioner of Patents :

<p>1. Name of conveying party(ies) David G. Frank Joseph Cargnelli <i>MRJ</i> <i>5-15-01</i></p> <p>Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>2. Names and address of receiving party(ies): Name: <u>Hydrogenics Corporation</u> Internal Address: Street Address: <u>5985 McLaughlin Road</u> City: <u>Mississauga</u> State: <u>Ontario</u> ZIP: <u>L5R 1B8</u> Country: <u>Canada</u></p> <p>Additional names/addresses attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name Other Execution Date: <u>May 1, 2001</u></p>	<p>B. Patent No. (s) Additional numbers attached? Yes <input type="checkbox"/> No <input type="checkbox"/></p>
<p>4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date if the application is: <i>09 854 362</i></p> <p>A. Patent Application No. (s)</p>	<p>6. Total number of applications and patents involved:</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name : <u>H. Samuel Frost</u> Internal Address: <u>c/o Bereskin & Parr</u> Street Address: <u>Box 401, 40 King Street West</u> City: <u>Toronto</u> State: <u>Ontario</u> ZIP: <u>M5H 3Y2</u> Country: <u>Canada</u></p>	<p>7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge any deficiency or credit any overpayment to our deposit account.</p>
<p>05/17/2001 NDELETE1 00000050 09054362 06 FC:581 40.00 DP</p>	<p>8. Deposit account number: <u>02-2095</u></p>

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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.

H. Samuel Frost . Regn. 31,696
Name of Person Signing Signature

 Date
May 11, 2001

Total number of pages comprising cover sheet: 5

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ASSIGNMENT

WHEREAS WE, **David G. Frank, Joseph Cargnelli, Lawrence Eugene Frisch, William Gordon Bradford, Myron Timothy Maxson, Brian Jeffrey Swanton, Howard Stimson Travis**, whose full post office addresses are **25 Cleethorpes Boulevard, Scarborough, Ontario, Canada, M1S 2S7; 18 Fairhaven Drive, Toronto, Ontario, Canada, M9P 2P6; 2203 Old Pine Trail, Midland, MI 48642, U.S.A.; 5906 Woodview Pass, Midland, MI 48642, U.S.A.; 600 Cadman Point, Sanford, MI 48657, U.S.A.; 2824 Wieneke Road, Saginaw, MI 48603, U.S.A.; and 4330 East Monroe Road, Midland, MI 48642, U.S.A.**, have invented certain new and useful improvements in an invention entitled **APPARATUS FOR AND METHOD OF FORMING SEALS IN FUEL CELLS AND FUEL CELL STACKS** for which an application for United States Letters Patent was executed by us concurrently herewith under the above title,

WHEREAS **HYDROGENICS CORPORATION**, a corporation of **5985 McLaughlin Road, Mississauga, Ontario, Canada, L5R 1B8**, has acquired from **David Frank and Joseph Cargnelli** their whole right, title and interest for the United States of America and all other countries in and to the said invention and in and to any Letters Patent that may be obtained therefor, and in and to said application,

WHEREAS **DOW CORNING CORPORATION**, a corporation of **2200 West Salzburg Road, P.O. Box 994, Midland, Michigan, U.S.A. 48686-0994**, has acquired from **Lawrence Eugene Frisch, William Gordon Bradford, Myron Timothy Maxson, Brian Jeffrey Swanton and Howard Stimson Travis** their whole right, title and interest for the United States of America and all other countries in and to the said invention and in and to any Letters Patent that may be obtained therefor, and in and to said application,

AND WHEREAS **Hydrogenics Corporation and Dow Corning Corporation** have acquired equal undivided shares in the said invention, and in any Letters Patent that may be obtained therefor, and in said application,

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of all of which is hereby acknowledged, we, **David G. Frank and Joseph Cargnelli**, by these presents confirm that we have sold, assigned and transferred and do hereby sell, assign and transfer unto the said **Hydrogenics Corporation**, our full and exclusive right to the said invention in the United States of America and all other countries and our entire right, title and interest in and to any and all Letters Patent which may be granted therefor, and our entire right, title and interest in and to said application, and in and to any divisions, continuations, continuations-in-part and extensions of said application, together with the

right to claim the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property based on said application for United States Letters Patent.

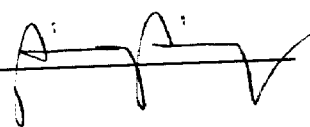
AND, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of all of which is hereby acknowledged, we, **Lawrence Eugene Frisch, William Gordon Bradford, Myron Timothy Maxson, Brian Jeffrey Swanton and Howard Stimson Travis**, by these presents confirm that we have sold, assigned and transferred and do hereby sell, assign and transfer unto the said **Dow Corning Corporation**, our full and exclusive right to the said invention in the United States of America and all other countries and our entire right, title and interest in and to any and all Letters Patent which may be granted therefor, and our entire right, title and interest in and to said application, and in and to any divisions, continuations, continuations-in-part and extensions of said application, together with the right to claim the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property based on said application for United States Letters Patent. We agree that we will without further consideration do all such things and execute all such documents as may be necessary or desirable to obtain and maintain patents for said invention and for additions and modifications thereto in any and all countries, and to vest title thereto in said assignee, its successors, assigns and legal representatives or nominees.

We hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said **Hydrogenics Corporation and Dow Corning Corporation**, the assignees of our entire right, title and interest in and to the same, as equal undivided shares, for their sole use and benefit, and for the use and benefit of their successors and assigns, to the full end of the term for which Letters Patent may be granted as fully and entirely as the same would have been held by us had this assignment and sale not been made.

EXECUTED this 1 day of May, 2001, at MISSISSAUGA

ONTARIO CANADA

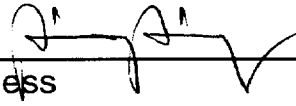
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David G. Frank

Witness 

EXECUTED this 1 day of May, 2001, at Mississauga
ONTARIO Canada



Joseph Cagnelli



Witness

EXECUTED this ___ day of _____, 2001, at _____

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Lawrence Eugene Frisch

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EXECUTED this ___ day of _____, 2001, at _____

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William Gordon Bradford

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EXECUTED this ___ day of _____, 2001, at _____

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Myron Timothy Maxson

Witness

EXECUTED this ____ day of _____, 2001, at _____

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_____ Brian Jeffrey Swanton

Witness

EXECUTED this ____ day of _____, 2001, at _____

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_____.

_____ Howard Stimson Travis

Witness