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and original documents or copy thereof

<p>1. Name of conveying party(ies): Christopher S. Pedicini</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: AER Energy Resources, Inc. Address: 4600 Highlands Parkway, Suite G City: Smyrna State: GA ZIP: 30082</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</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 <input type="checkbox"/> Other _____</p> <p>Execution Date: June 9, 2000</p>	

4(a). Patent Application No.(s): _____ 4(b). Patent No.(s): _____

If this document is being filed together with a new application, the execution date of the application is: **June 9, 2000**

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jeffery E. Young Address: JONES & ASKEW, LLP 2400 Monarch Tower 3424 Peachtree Road, N.E. Atlanta, Georgia 30326</p>	<p>6. Total number of applications and patents involved: 1</p> <p>7. Total fee (37 CFR 3.41) enclosed: \$ 40.00</p> <p style="text-align: right;">40E</p>
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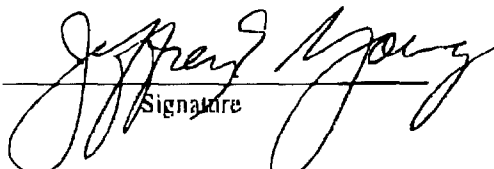
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8. Statement and signature.

EXPRESS MAIL LABEL NO: EL397834666US

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.

Jeffery E Young  June 12, 2000
Name of Person Signing Signature Date

Attorney Docket No: 01446-1350
number of pages including cover sheet: **3** Total

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

Assistant Commissioner for Patents
Box Assignments
Washington, DC 20231

ASSIGNMENT

WHEREAS, I, **Christopher S. Pedicini**, a citizen of the United States of America, residing at 10290 Willow Creek trace, Roswell, Georgia 30075, have invented certain inventions and improvements disclosed in an application for Letters Patent entitled "**Air Managing Systems And Methods For Metal-Air Batteries Utilizing A Diaphragm**", executed by me on the 9th day of June, 2000, and about to be filed in the United States Patent and Trademark Office; and

WHEREAS, **AER Energy Resources, Inc.**, a corporation of the State of Georgia having a principal place of business at 4600 Highlands Parkway, Suite G, Smyrna, GA 30082 is desirous of acquiring an interest in the same;

NOW, THEREFORE, for and in consideration of Five Dollars (\$5.00) and other good and valuable consideration, the receipt and sufficiency of which I hereby acknowledge, I, **Christopher S. Pedicini**, by these presents do sell, assign and transfer unto **AER Energy Resources, Inc.**, the full, exclusive and entire right, title, and interest in and to said application, in and to any divisions, continuations, and reissues thereof, and in and to all inventions and improvements disclosed and described in said application, preparatory to obtaining Letters Patent of the United States therefor; and I hereby request the Commissioner of Patents and Trademarks to issue any and all Letters Patent of the United States resulting from said application, or from a division, continuation, or reissue thereof, to **AER Energy Resources, Inc.**, as the assignee, for its interest and for the sole use and benefit of **AER Energy Resources, Inc.**, and its assigns and legal representatives;

For the same consideration, I, by these presents do sell, assign, and transfer to **AER Energy Resources, Inc.**, the full, exclusive, and entire right, title and interest in and to any foreign application or applications corresponding to said application, in whole or in part, in countries other than the United States, in and to any Letters Patent and similar protective rights granted on said foreign applications, and in and to the right to claim any applicable priority rights arising from or

required for said foreign applications under the terms of any applicable conventions, treaties, statutes, or regulations; said foreign applications to be filed and issued in the name of **AER Energy Resources, Inc.**, or its designee insofar as permitted by applicable law.

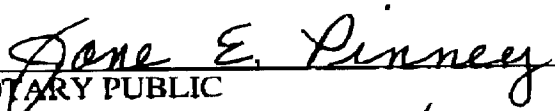
AND, for the same consideration, I agree to sign all lawful papers, execute all division, continuing, reissue and other applications, make all assignments and rightful oaths, and generally do everything possible to aid **AER Energy Resources, Inc.**, its successors, assigns, and nominees, to obtain and enforce proper protection for all said inventions and improvements in all countries throughout the world.



Christopher S. Pedicini

STATE OF GEORGIA

Before me, a Notary Public in and for the State of Georgia, on this 9th day of June, 2000, personally appeared Christopher S. Pedicini, who being duly sworn, signed and acknowledged the foregoing Assignment as his free act and deed.



NOTARY PUBLIC
My Commission Expires: 5/23/04

(SEAL)

J&A Docket: 01446-1350