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U.S. DEPARTMENT OF COMMERCE
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OMB No. 0651-0011 (exp. 4/94)

101932440

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
S. Steven Carl
Franklin D. Dean, Jr.
Donald F. Tallman

3. Name and address of receiving party(ies):
Name: H.E.R.C. Products Incorporated

Additional name(s) of conveying party(ies) attached? Yes No
2. Nature of conveyance: MRD 12/26/01
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 12/18/01 by S. Steven Carl and
12/20/01 by Franklin D. Dean, Jr. & Donald F.
Tallman

Internal Address: Suite A
Street Address: 2215 W. Melinda Lane
City: Phoenix State: AZ Zip: 85027
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date(s) of the application is/are: 12/18/01 and 12/20/01
A. Patent Application No.(s) 10025629 B. Patent No.(s) _____
Additional numbers attached? Yes No

5. Name and address of party to whom
correspondence concerning document
should be mailed:
Name: Wood, Herron & Evans, L.L.P.
Internal Address: 2700 Carew Tower
Cincinnati, OH 45202-2917
Street Address: 441 Vine Street
City: Cincinnati State: OH Zip: 45202

6. Total number of applications and patents
involved: 1
7. Total fee (37 CFR 3.41):\$40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit Account Number: 23-3000
(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.*
David J., Josephic _____ December 21, 2001
Reg. No. 22,849
Total number of pages comprising cover sheet, attachments, and document(s): 3

U.S. PTO
10/025629
12/26/01

40.00 DP
01/03/2002 LMIJELLER 0000004 10025629
01 FC:581

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

PATENT
REEL: 012406 FRAME: 0781

ASSIGNMENT OF INVENTION AND PATENTS THEREON

WHEREAS, We, S. Steven Carl, of 20729 N. 58th Lane, Glendale in the State of Arizona, Franklin D. Dean, Jr., of 246 Little Florida Road, Poquoson in the State of Virginia, and Donald F. Tallman, of 692 Blackmingle Road in the State of North Carolina have invented a new and improved COUNTERMEASURE WASHDOWN SYSTEM CLEANING

as fully disclosed in an application for Patent so entitled and executed by us on even date(s) herewith preparatory to obtaining Letters Patent of the United States therefor: and WHEREAS,

H.E.R.C. Products Incorporated, a corporation organized under the Laws of the State of Delaware and having its principal office at 2215 W. Melinda Lane, Suite A Phoenix, AZ 85027

desires to acquire the entire interest in and to the subject matter disclosed in said application and in and to all patents issued or to be issued thereon.

NOW, THEREFORE, to all whom it may concern, be it known that, for and in consideration of the sum of One Dollar to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned and transferred, and by these presents do sell, assign and transfer unto the said H.E.R.C. Products Incorporated

our entire right, title and interest in and to the subject-matter disclosed in said application and in and to all Letters Patent Domestic and Foreign issued or to be obtained thereon, including all rights and interests with priority rights under the Paris Convention for the Protection of Industrial Property, the International Patent Cooperative Union, European Patent Convention, Common Market Convention, or any other Convention or Union for each

country of said Convention or Union; and I do hereby authorize and request the Commissioner of Patents to issue the Letters Patent granted on said application and all future patents granted upon the subject-matter disclosed therein to the above named Assignee, its legal representatives and assigns.

Witness my hand this 18th day of December, 2001
S. Steven Carl Inventor.
S. Steven Carl

Witness my hand this 20th day of DECEMBER, 2001
Franklin D. Dean, Jr. Inventor.
Franklin D. Dean, Jr.

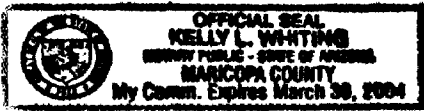
Witness my hand this 20th day of December, 2001
Donald F. Tallman Inventor.
Donald F. Tallman

STATE OF Arizona)
)SS.

COUNTY OF maricopa)

On this 18th day of December, 2001,
before me personally appeared S. Steven Carl, to me known and known by me to be the above named individual, who duly acknowledged the signing of the foregoing instrument to be a voluntary act and deed and who executed the same for the uses and purposes therein specified.

(SEAL)



Kelly L. Whiting Notary Public

STATE OF Virginia)
)SS.

City)
COUNTY OF Newport News)

On this 20th day of December, 2001,
before me personally appeared Franklin D. Dean, Jr., to me known and known by me to be the above named individual, who duly

acknowledged the signing of the foregoing instrument to be a voluntary act and deed and who executed the same for the uses and purposes therein specified.

(SEAL)

Cyril M. Sean Notary Public

STATE OF Virginia)
City) SS.
COUNTY OF Newport News)

On this 20th day of December, 2001,
before me personally appeared Donald F. Tallman, to me known and known by me to be the above named individual, who duly acknowledged the signing of the foregoing instrument to be a voluntary act and deed and who executed the same for the uses and purposes therein specified.

(SEAL)

Cyril M. Sean Notary Public