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ASSIGNMENT AND AGREEMENT

For good and valuable consideration, the receipt of which is hereby acknowledged, we, STEVEN DUANE PRATT, FT. LAUDERDALE, FLORIDA; SIVAKUMAR MUTHUSWAMY, PLANTATION, FLORIDA; RONALD JAMES KELLEY, CORAL SPRINGS, FLORIDA; and ROBERT W. PENNISI, BOCA RATON, FLORIDA, have sold, assigned and transferred, and do hereby sell, assign and transfer, unto MOTOROLA, INC., a corporation of the State of Delaware, having its principal office in Schaumburg, State of Illinois, United States of America, and its successors, assigns, and legal representatives, the entire right, title and interest for the United States of America in and to certain inventions relating to improvements in FUEL CELL POWER SOURCE (Docket No. CM01521L), described, illustrated and claimed in an application for Letters Patent of the United States of America executed by us on the dates indicated by our signatures below, together with the entire right, title and interest in and to the application, and in and to Letters Patent which may be issued upon the application, and upon any division, extension, continuation or reissue thereof.

We hereby also sell, assign and transfer unto MOTOROLA, INC., the entire right, title and interest in and to the invention and in and to applications for Letters Patent therefor in all countries foreign to the United States of America, including all rights under any and all international conventions and treaties in respect of the invention and the applications for Letters Patent in foreign countries, and we further authorize MOTOROLA, INC. to apply for Letters Patent in foreign countries directly in its own name, and to claim priority of the filing date of the application for Letters Patent of the United States of America under the provisions of any and all international conventions and treaties.

We hereby authorize and request the Commissioner of Patents of the United States of America to issue Letters Patent upon the aforesaid application, division, extension, continuation or reissue, to MOTOROLA, INC., for the sole use and benefit of MOTOROLA, INC., its successors, assigns and legal representatives, to the full end of the term for which Letters Patent may be granted, the same as they would have been held and enjoyed by me had this assignment not been made, and we hereby authorize and request the equivalent authorities in foreign countries to issue the patents of their respective countries to MOTOROLA, INC.

We agree that, when requested, we will, without charge to MOTOROLA, INC., but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for the inventions in any and all countries and for vesting title thereto in MOTOROLA, INC., its successors, assigns and legal representatives or nominees.

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that the interest and property hereby conveyed is free from all prior assignment, grant, mortgage, license or other encumbrance. DATE: 04/11/2002 STEVEN DUANE PRATT STATE OF **FLORIDA** ss: COUNTY OF **BROWARD** The undersigned Notary Public in and for the County and State aforesaid, do hereby certify that STEVEN DUANE PRATT whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the instrument as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and notarial seal this // day of \mathcal{U} My commission expires: MARIA E. RODRIGUEZ MY COMMISSION # DD 002006 EXPIRES: February 15, 2005 Maria E. Rodriguez Bonded Thru Notary Public Underwriters Printed Name of Notary Public DATE: 04/11/2002 **FLORIDA** STATE OF SS: **BROWARD** COUNTY OF The undersigned Notary Public in and for the County and State aforesaid, do hereby certify that SIVAKUMAR MUTHUSWAMY whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the instrument as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and notarial seal this _//_ day of dpred_ My commission expires: Maria E. Rodriguez Printed Name of Notary Public MARIA E. RODRIGUEZ

We covenant with MOTOROLA, INC., its successors, assigns and legal representatives,

PATENT REEL: 012806 FRAME: 0429

MY COMMISSION # DD 002006 EXPIRES: February 15, 2005 Bonded Thru Notary Public Underwriters

| Jeld J. Helle DATE | : <u>4-11-200</u> Z |
|---|--|
| RONALD JAMES KELLEY | |
| STATE OF FLORIDA) ss: | |
| COUNTY OF BROWARD) | |
| The undersigned Notary Public in and for the Count that RONALD JAMES KELLEY whose name is subscappeared before me this day in person and acknowledge the instrument as their free and voluntary act and deed. Given under my hand and notarial seal this | cribed to the foregoing instrument, ged that they signed, sealed and delivered |
| My commission expires: | Maria E. Radrique |
| MARIA E. RODRIGUEZ MY COMMISSION # DD 002006 EXPIRES: February 15, 2005 Bonded Thru Notary Public Underwriters | Maria E. Rodriguez Printed Name of Notary Public |
| ROBERT W. PENNISI | : 4/11/2002 |
| STATE OF FLORIDA) ss: | |
| COUNTY OF BROWARD) | |
| The undersigned Notary Public in and for the Countries that ROBERT W. PENNISI whose name is subappeared before me this day in person and acknowledge the instrument as their free and voluntary act and deed Given under my hand and notarial seal this My commission expires: | red that they signed, sealed and delivered |
| Y-22-2-2-2-2-3 | Maria E. Rodriguez Printed Name of Notary Public |
| MARIA E. RODRIGUEZ MY COMMISSION # DD 002006 EXPIRES: February 15, 2005 Bonded Thru Notery Public Underwriters | · · · · · · · · · · · · · · · · · · · |

RECORDED: 04/12/2002

PATENT REEL: 012806 FRAME: 0430