

05-22-2002

Docket No. 103025-41601



heet

102098575

To the Honorable Commissioner of Patents and Trademarks

the attached original documents or copy thereof.

1. Name of the conveying party (ies):
GP Strategies Corporation, formally National Patent Development Corporation
9 West 57th Street, Suite 4170
New York, NY 10019

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

Name: Millennium Cell, Inc.

Additional name(s) of conveying parties attached? Yes No

Street Address: 1 Industrial Way West
Eatontown, New Jersey 07724

5116102

Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: May 13, 2002

Additional name(s) attached? Yes No

OFFICE OF PUBLIC RECORDS
2002 MAY 16 AM 11:28
FINANCE SECTION

4. Application or Registration Number(s)

If this application is being filed with a new application, the execution date of the new application is:

A. Patent Application Numbers

B. Patent Registration Numbers

08/883,859

Additional Numbers attached? Yes No

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

6. Total Number of applications and registrations involved:
1

Name: Intellectual Property Docket Administrator

7. Total Fee:

Firm: Gibbons, Del Deo Dolan, Griffinger & Vecchione

Enclosed (40.00)

Authorized to be charged to Deposit Account

Address: One Riverfront Plaza

City: Newark State: N.J. Zip: 07102-5497

8. Deposit Account Number:

03-3839

(attach duplicate copy of this page if paying by deposit account)

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

Name: R. Hain Swope, Esq. Reg. No.: 24,864

Signature:

Date: May 16, 2002

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103025-41601

ASSIGNMENT

WHEREAS, GP STRATEGIES CORPORATION, formally National Patent Development Corporation, a Delaware Corporation having a place of business at 9 West 57th Street, Suite 4170, New York, NY 10019, is the owner of all rights, title and interest in a United States Patent Application entitled ELECTROCONVERSION CELL Serial Number 08/883,859, filed June 27, 1997 by virtue of an Assignment recorded August 19, 1997 at Reel/Frame 8712/0379 and a Corporate Change of Name recorded September 27, 2001 at Reel/Frame 012202/0882; and

WHEREAS, MILLENNIUM CELL, INC., a Delaware Corporation with offices a 1 Industrial Way West, Eatontown, New Jersey 07724 is desirous of acquiring the entire right, title and interest in and to said United States Patent Application, any continuation applications, continuation-in-part applications or divisional applications thereof and any and all U.S. Patents that may issue from said applications;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN that GP STRATEGIES CORPORATION, for valuable consideration hereby acknowledged, does hereby assign its entire rights, title and interest in and to said United States Patent Application, any continuation applications, continuation-in-part applications or divisional applications thereof and any and all U.S. Patents that may issue from said applications to MILLENNIUM CELL, INC., its successors and assigns.

IN WITNESS WHEREOF, the said GP STRATEGIES CORPORATION hereby caused its name to be affixed hereto by its duly authorized representative on the date written below, and MILLENNIUM CELL, INC. hereby acknowledges receipt of the rights conveyed herein.

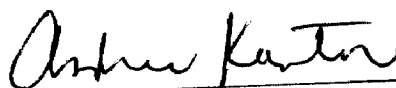
The undersigned representatives declare that they are each empowered to act on behalf of the respective parties and further declare that all statements made herein are of their own knowledge are true and that all statements made on information and belief are believed to be true and further that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the said applications or any patent issuing therefrom.

IN WITNESS WHEREOF these presents are executed with effect from 1 March 2002 for and on behalf of GP STRATEGIES CORPORATION in the presence of a notary.

Signed at New York, New York

Date: May 9, 2002

For and on behalf of
GP STRATEGIES CORPORATION



Name: **Andrea Kantor**
Title: **Vice President and General Counsel**

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.

On this 9th day of May, 2002, before me, a notary public within and for said County, personally appeared Andrea Kantor, who, being by me duly sworn on oath did say that she is a duly empowered representative of GP STRATEGIES CORPORATION and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.

Lydia M. DeSantis
Notary Public

LYDIA M. DeSANTIS
NOTARY PUBLIC, State of New York
No. 31-4724309
Qualified in New York County
Term Expires December 31, 2002

Acceptance and Acknowledgment:

The Assignee, MILLENNIUM CELL, INC., hereby accepts the assignment of all right, title and interest in the above-named patent application, and in and to any and all patents that may be granted thereon.

Signed at Eatontown, New Jersey Date: May 13, 2002

For and on behalf of
MILLENNIUM CELL, INC.

By: *Stephen S. Tang*
Name: Stephen S. Tang
Title: President & CEO

STATE OF NEW JERSEY)
COUNTY OF MONMOUTH)

ss.

On this 13th day of May, 2002, before me, a notary public within and for said County, personally appeared Stephen S. Tang who, being by me duly sworn on oath did say that he is a duly empowered representative of MILLENNIUM CELL, INC. and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.

Karen Gavini
Notary Public

KAREN GAVINI
Notary Public, State of New Jersey
My Commission Expires Aug. 9, 2005