

2/27/02 RE

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FINANCE SECTION

To the Honorable Commissioner of Patents and Trademarks... original documents or copy thereof.

1. Name of conveying party(ies):
 Honeywell International Inc., a Delaware corporation,
 Honeywell Intellectual Properties, Inc., a Arizona corporation,
 Honeywell Advance Composites Inc., a Delaware corporation, and
 Honeywell Power Systems Inc., a Delaware corporation

Individual Association
 General Partnership Limited Partnership
 Corporation-State Other -

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: December 14, 2001

2. Name and Address of receiving party(ies):
 Name: Hybrid Power Generation Systems, LLC
 Internal Address: 300 Garlington Road
 Greenville, SC 29602
 Street Address:
 City: State: Zip: Country: USA

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State
 Other: Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

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 of the application is:

A. Patent Application No.(s)
 PEM Fuel Cell Water Management
 App. No. 09/375073 Filing Date: 8/16/1999

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Elisabeth A. Evert
 Internal Address: Sidley Austin Brown & Wood LLP
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201

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: 18-1260

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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.

Elisabeth A. Evert
 Name of Person Signing

Elisabeth A. Evert
 Signature

2/27/02
 Date

Total number of pages comprising cover sheet 5

OMB No. 0651-0011 (exp. 4/94)

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

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ASSIGNMENT OF PATENT APPLICATION

This Assignment of Patent Application ("Assignment") is made as of December 14, 2001, by and between Honeywell International Inc., a Delaware corporation, Honeywell Intellectual Properties Inc., an Arizona corporation, Honeywell Advance Composites Inc., a Delaware corporation, and Honeywell Power Systems Inc., a Delaware corporation, (collectively, "Assignor"), and Hybrid Power Generation Systems, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to an Intellectual Property Rights Agreement dated as of November 8, 2001 ("IPRA"), pursuant to which Assignee agreed to purchase certain intellectual property assets of Assignor, and Assignor agreed to transfer, assign, and sell such assets to Assignee;

WHEREAS, Assignor owns all right, title, and interest in and to the United States patent application listed on Schedule A ("Patent Application");

WHEREAS, pursuant to the IPRA, Assignor desires to assign, and Assignee desires to acquire, all right, title, and interest in and to the Patent Application;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells, and transfers to Assignee all of Assignor's right, title, and interest in and to the Patent Application, including without limitation: (a) the right to prosecute the Patent Application in the United States Patent and Trademark Office; (b) any patent issuing therefrom; (c) all applications, continuations, divisions, renewals, reissues, and extensions derived from the Patent Application; and (d) the right to sue and collect damages for infringement of any such patent. Assignor agrees that Assignee may record this Assignment with the United States Patent and Trademark Office.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF Assignor and Assignee have executed this Assignment as of the date first written above.

HONEYWELL INTERNATIONAL INC.

By: [Signature]

State of: New York

County of: New York

On this 17th day of December, 2001, before me appeared Ricardo Navarro, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Honeywell International Inc. and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01W05079664
Qualified in Queens County
Commission Expires June 9, 1999

2003

HONEYWELL INTELLECTUAL PROPERTIES INC.

By: [Signature]

State of: New York

County of: New York

On this 17th day of December, 2001, before me appeared Ricardo Navarro, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Honeywell Intellectual Properties Inc. and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01W05079664
Qualified in Queens County
Commission Expires June 9, 1999

2003

HONEYWELL ADVANCE COMPOSITES INC.

By: [Signature]

State of: New York

County of: New York

On this 17th day of December, 2001, before me appeared Ricardo Navarro, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Honeywell Advance Composites Inc. and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01W05079664
Qualified in Queens County
Commission Expires June 9, 1999

2003

HONEYWELL POWER SYSTEMS INC.

By: *[Signature]*

State of: New York)

County of: New York }

On this 17th day of December, 2001, before me appeared Ricardo Navarro, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Honeywell Power Systems Inc. and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01W05079664
Qualified in Queens County
Commission Expires June 9, ~~1999~~ 2003

HYBRID POWER GENERATION SYSTEMS, LLC

By: *[Signature]*

State of: New York)

County of: New York }

On this 17th day of December, 2001, before me appeared Peter Duprey, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Hybrid Power Generation Systems, LLC, and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01W05079664
Qualified in Queens County
Commission Expires June 9, ~~1999~~ 2003

SCHEDULE A

Title: PEM FUEL CELL WATER MANAGEMENT

Application No.: 09/375073

Application Date: August 16, 1999