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To the honorable Commission:

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original documents or copy thereof.

1. Name of conveying party(ies): Paul C. JOHNSON Fred E. STAIBLE 6-11-02 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Tractebel LNG North America LLC Internal Address: Street Address: One Liberty Square, 10th Floor City: Boston State: MA Zip: 02109 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date May 28, 2002 and March 1, 2002

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) 09/774,461 B. Patent No.(s) Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Luke A. Kilyk Internal Address: Street Address: 53 A East Lee Street City: Warrenton State: VA Zip: 21086

6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41). \$ 40.00 Enclosed or Credit Card Payment Form Authorized to be charge any deficiency to deposit account 8. Deposit account number: 50-0925 (Attach duplicate copy of this page if paying by deposit account)

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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. Luke A. Kilyk, Reg. No. 33,251 June 11, 2002 Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: 3

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

Date: June 11, 2002 Label No. EV141352319US I hereby certify that, on the date indicated above, I deposited this paper with identified attachments and/or fee with the U.S. Postal Service and that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

Ashley Smith Name (Print) Signature

40.00 DP 06/20/2002 LABEL NO. 000005 09774461 01 FC-581

PATENT REEL: 012996 FRAME: 0677

ASSIGNMENT

(Worldwide Rights)

WHEREAS We, the below named inventors. [hereinafter referred to as Assignors], have made an invention entitled:

VAPOR RECOVERY SYSTEM USING TURBOEXPANDER-DRIVEN COMPRESSOR
(Title of invention)

for which We filed an application for United States Letters patent on January 30, 2001, as Serial No. 09/774,461 and

WHEREAS, Tractebel LNG North America LLC (Full Name of Assignee), a limited liability company ~~corporation~~ of Delaware, (State or Country of Incorporation) whose post office address is One Liberty Square, 10th Floor, Boston, MA 02109 (hereby referred to as Assignee), is desirous of securing the entire right, title, and interest in and to this invention in all countries throughout the world, and in and to the application for United States Letters Patent on this invention and the Letters Patent to be issued upon this application:

NOW THEREFORE, be it known that for and in consideration of the sum of One Dollar (\$1.00) in hand paid and other good and valuable consideration the receipt of which from assignee is hereby acknowledged, We, as assignors, have sold, assigned, transferred, and set over, and do hereby sell, assign, transfer, and set over unto the assignee, its lawful successors and assigns, my/our entire right, title, and interest in and to this invention and this application, and all divisions, and continuations thereof, and all Letters Patent of the United States which may be granted thereon, and all reissues thereof, and all rights to claim priority on the basis of such application, and all applications for Letters Patent which may hereafter be filed for this invention in any foreign country and all Letters Patent which may be granted on this invention in any foreign country, and all extensions, renewals, and reissues thereof; and We hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any foreign country whose duty it is to issue patents on applications as described above, to issue all Letters Patent for this invention to assignee, its successors and assigns, in accordance with the terms of this Assignment;

AND, WE HEREBY covenant that We have the full right to convey the interest assigned by this Assignment, and We have not executed and will not execute any agreement in conflict with this Assignment;

AND, WE HEREBY further covenant and agree that WE will, without further consideration, communicate with assignee, its successors and assigns, any facts known to me/us respecting this invention, and testify in any legal proceeding, sign all lawful papers when called upon to do so, execute and deliver any and all papers that may be necessary or desirable to perfect the title to this invention in said assignee, its successors and assigns, execute all divisional, continuation, and reissue applications, make all rightful oaths and generally do everything possible to aid assignee, its successors and assigns, to obtain and enforce proper patent protection for this invention in the United States and any foreign country, it being understood that any expense incident to the execution of such papers shall be borne by the assignee, its successors and assigns.

IN TESTIMONY WHEREOF, We have hereunto set our hands.

County of Suffolk)
State of Massachusetts) ss.

Subscribed and sworn to before me this 1st day of March, 2002.

Margaret H. Sanfilippo Notary Public
SEAL. My commission expires September 9, 2005.

County of Suffolk)
State of Massachusetts) ss.

Subscribed and sworn to before me this 28th day of May, 2002.

Margaret H. Sanfilippo Notary Public
SEAL. My Commission expires September 9, 2005.

FULL NAME OF FIRST INVENTOR: Paul C. Johnson

Address: 19 Longwood Road, Mashpee, MA 02649

Signature: *Paul C Johnson*

Date: *28 May 2002*

FULL NAME OF SECOND INVENTOR: Fred E. Staible

Address: 325 Franklin St., #3, Cambridge, MA

Signature: *Fred E Staible*

Date: *01 March 2002*

FULL NAME OF THIRD INVENTOR:

Address:

Signature:

Date:

FULL NAME OF FOURTH INVENTOR:

Address:

Signature:

Date:

FULL NAME OF FIFTH INVENTOR:

Address:

Signature:

Date:

FULL NAME OF SIXTH INVENTOR:

Address:

Signature:

Date: