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COVER SHEET
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) <u>SWALES, Graham Edward; SWALES, James Edward; BAIN, Thomas W. and HART, Hubert Roger</u> Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	2. Names and address of receiving party(ies): Name: <u>GREAT LAKES CLEAN WATER LIMITED PARTNERSHIP</u> Internal Address: Street Address: <u>1606 Sedlescomb Drive, Unit 11</u> City: <u>Mississauga</u> State: <u>Ontario</u> ZIP: <u>L4X 1M6</u> Country: <u>Canada</u> Additional names/addresses attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name Other Execution Date: <u>July 3, 16 and 22, 2002</u>	
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) <u>10/132,688</u>	B. Patent No.(s) Additional numbers attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5. Name and address of party to whom correspondence concerning document should be mailed: Name : <u>H. Roger Hart</u> Internal Address: <u>c/o Bereskin & Parr</u> Street Address: <u>Box 401, 40 King Street West</u> City: <u>Toronto</u> State: <u>Ontario</u> ZIP: <u>M5H 3Y2</u> Country: <u>Canada</u>	6. Total number of applications and patents involved:1 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge any deficiency or credit any overpayment to our deposit account.
	8. Deposit account number: <u>02-2095</u>

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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.

H. Roger Hart, Regn. 26,426
Name of Person Signing
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Signature [Signature] Date July 23, 2002
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PATENT
REEL: 013129 FRAME: 0518

ASSIGNMENT

WHEREAS WE,

- 1) Graham Edward Swales
- 2) James Edward Swales
- 3) Thomas W. Bain, and
- 4) Hubert Roger Hart

whose full post office addresses are respectively

- 1) 7 Colborne Street East, Orillia, L3V 1T4, Canada
- 2) 8 Sheila Way, Barrie, Ontario, L4M 6M7, Canada
- 3) 2307 Shawanaga Trail, Mississauga, Ontario, L5H 3X6, Canada, and
- 4) One Aberfoyle Cr., Toronto, Ontario, M8X 2X8, Canada

are joint inventors of an invention entitled **WATER TREATMENT SYSTEM AND METHOD** for which an application for United States Letters Patent was filed on April 26, 2002, and bears serial number 10/132,688 under the above title,

AND WHEREAS **GREAT LAKES CLEAN WATER LIMITED PARTNERSHIP**, an Ontario limited partnership, whose principal office and place of business is 1606 Sedlescomb Drive, Unit 11, Mississauga, Ontario L4X 1M6, Canada, has acquired from us the whole right, title and interest for the United States of America, Canada and all other countries in and to the said invention and in and to any Letters Patent that may be obtained therefor, and in and to said applications,

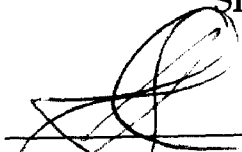
NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) to each of us in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, we, Graham Edward Swales, James Edward Swales, Thomas W. Bain and Hubert Roger Hart, by these presents confirm that we have sold, assigned and transferred and do hereby sell, assign and transfer unto the said **GREAT LAKES CLEAN WATER LIMITED PARTNERSHIP**, the full and exclusive right to the said invention in the United States of America, Canada and all other countries and the entire right, title and interest in and to any and all Letters Patent which may be granted therefor, and the entire right, title and interest in and to said application, and in and to any divisions, continuations, continuations-in-part and extensions of said application, together with the right to claim the benefit of

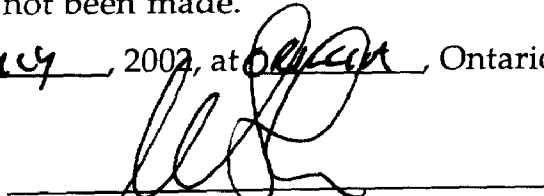
the right of priority provided by the International Convention for the Protection of Industrial Property based on said application for United States Letters Patent.

We agree that we will without further consideration do all such things and execute all such documents as may be necessary or desirable to obtain and maintain patents for said invention and for additions and modifications thereto in any and all countries, and to vest title thereto in said assignee, its successors, assigns and legal representatives or nominees.


We hereby authorize and request the Commissioner of Patents and Trademarks and the Commissioner of Patents to issue said Letters Patent to said **GREAT LAKES CLEAN WATER LIMITED PARTNERSHIP**, the assignee of the entire right, title and interest in and to the same, for its sole use and benefit, and for the use and benefit of its successors and assigns, to the full end of the term for which Letters Patent may be granted as fully and entirely as the same would have been held by us had this assignment and sale not been made.

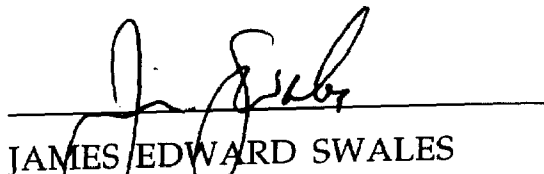
SIGNED this 3 day of July, 2002, at Orillia, Ontario, Canada.


Witness

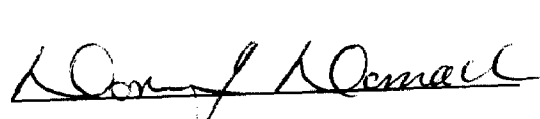

GRAHAM EDWARD SWALES

SIGNED this 3 day of July, 2002, at Orillia, Ontario, Canada.


Witness



JAMES EDWARD SWALES


SIGNED this 16th day of July, 2002, at MISSISSAUGA, Ontario, Canada.


Witness


THOMAS W. BAIN

SIGNED this 22 day of July, 2002, at Toronto, Ontario, Canada.


Witness


HUBERT ROGER HART