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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): 11-25-02
Michael Bernard Riley
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Motive Engineering Co.
Internal Address: _____

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

Street Address: 19 Old Town Square, Suite 238
City: Fort Collins State: CO Zip: 80524
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) 10/266,335 B. Patent No.(s) N/A
Additional numbers attached? Yes No

FINANCE SECTION
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RECORDS

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Stanley J. Gradisar
Internal Address: Gibson, Dunn & Crutcher LLP
Street Address: 1801 California Street, Suite 4100
City: Denver State: CO Zip: 80202

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41). \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

12/02/2002 DBYRNE 00000094 10266335
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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.
Name of Person Signing: Stanley J. Gradisar, Reg. No. 42,598
Signature: [Handwritten Signature] Date November 18, 2002
Total number of pages including cover sheet, attachments, and documents:

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

ASSIGNMENT OF PATENT APPLICATION

FOR GOOD AND VALUABLE CONSIDERATION,

I, the undersigned hereby agrees to assign for good and valuable consideration, receipt of which is hereby expressly acknowledged, and do hereby sell, assign and transfer unto

Motive Engineering Co., 19 Old Town Square, Suite 238, Fort Collins, CO 80524

a corporation organized under the laws of the state of Delaware as Assignee, and its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to certain inventions relating to

Apparatus And Method For Maintaining Controlled Orientation Of A Roller Lifter Follower Used In Conjunction With A Variable Phased Valve Lifter

described in an application for Letters Patent of the United States, identified as Attorney Docket No. 79399-00009, in the law offices of Gibson, Dunn & Crutcher LLP and filed on October 8, 2002, as Application Serial No. 10/266,335, and the invention(s) set forth therein, and any and all continuations, continuations-in-part, divisionals, and renewals of and substitutes for said application for said Letters Patent, and all the rights and privileges under any and all Letters Patent that may be granted therefore in any country, and any reissues, or reexaminations, or extensions of said Letters Patent. I request that any and all Letters Patent for said inventions be issued to said Assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

I agree that, when requested, I will, without charge to said Assignee 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 said inventions in any and all countries and for vesting title thereto in said Assignee, its successors, assigns and legal representatives or nominees.

I authorize and empower the said Assignee, its successors, assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from me.

I hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required in any country for any purpose and more particularly in proof of the right of the said Assignee or nominee to claim the aforesaid benefit of the right of priority provided by the International convention which may henceforth be substituted for it.

I hereby authorize Stanley J. Gradisar, Reg. No. 42,598, attorney for Assignee, to insert the filing date and serial number into the first paragraph of this assignment, after the application for Letters Patent has been filed, and the U.S. Patent Office has assigned such application a Serial Number.

I covenant with said Assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

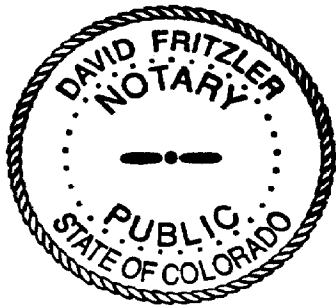
IN WITNESS WHEREOF, I have hereunto signed my name on the day and year set forth below.

Inventor's Signature [Handwritten Signature] DATE Nov 13, 2002

Michael Bernard Riley Inventor's Printed Name

STATE OF Colorado)) SS
COUNTY OF Larimer)

On this 13th day of November, 2002, before me personally came the above named Michael Bernard Riley who is personally known by me or proved to me on the basis of satisfactory evidence to be the same individual who executed the foregoing assignment, and who acknowledged to me that he/she executed the same of his/her own free will for the use and purposes therein set forth.



NOTARY PUBLIC [Handwritten Signature] My Commission Expires: 2/12/04

My Commission Expires 02/12/2004