

2/23/04

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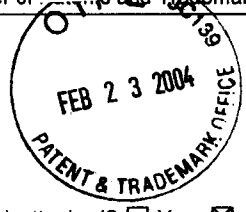


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To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies): Hamid R. RABIE Pierre Lucien COTE Manwinder SINGH Arnold JANSON Additional name of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies) Name: Zenon Environmental Inc. Internal Address:

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: Feb. 11, 2004; Feb. 13, 2004; Feb. 12, 2004; and, Feb. 9, 2004 respectively

Street Address: 3239 Dundas Street West City: Oakville State: Ontario Zip: L6M 4B2 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) 10/684,406

B. Patent No.(s) Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed: Name: Bereskin & Parr Internal Address: Street Address: 40 King Street West City: Toronto State: ON Zip: M5H 3Y2 CANADA

6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 Enclosed (cheque No.) Authorized to be charged to deposit account 8. Deposit account number: 02-2095 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Scott R. Pundsack, Regn. 47,330 Name of Person Signing Signature February 20, 2004 Date B&P File # 4320-523 Total number of pages including cover sheet, attachments, and documents: 4

02/26/2004 YPOLITE1 00000040 10684406 40.00 OP

PATENT REEL: 015012 FRAME: 0163

**UNITED STATES
ASSIGNMENT**

WHEREAS WE, **HAMID R. RABIE, PIERRE LUCIEN COTE, MANWINDER SINGH** and **ARNOLD JANSON**, whose full post office addresses are **2665 Thomas Street, Unit 33, Mississauga, Ontario L5M 6G4, Canada; 26 Tally-Ho Drive, Dundas, Ontario L9H 3M6, Canada; 1460 Ghent Avenue, Burlington, Ontario L7S 1X7, Canada** and **343 Rankin Drive, Burlington, Ontario L7N 2B2, Canada**, have invented certain new and useful improvements in an invention entitled **CYCLIC AERATION SYSTEM FOR SUBMERGED MEMBRANE MODULES** for which an application for United States Letters Patent was filed on **October 15, 2003** as serial No. **10/684,406**.

AND WHEREAS, **ZENON Environmental Inc.**, a corporation of **Ontario**, of **3239 Dundas Street West, Oakville, Ontario L6M 4B2, Canada**, has acquired from us the whole right, title and interest for the United States of America 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 application.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of all of which is hereby acknowledged, we, **HAMID R. RABIE, PIERRE LUCIEN COTE, MANWINDER SINGH** and **ARNOLD JANSON**, by these presents confirm that we have sold, assigned and transferred and do hereby sell, assign and transfer unto the said **ZENON Environmental Inc.**, the full and exclusive right to the said invention in the United States of America 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 Letter 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

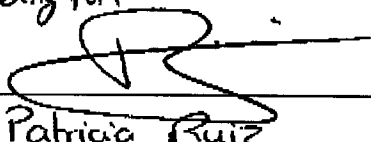
maintain patents for said invention and for additions and modifications thereto in any and all countries, and to vest title thereto in said assignee, its successors, assigns and legal representatives or nominees.

We hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said ZENON Environmental Inc., 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.

The undersigned hereby grant(s) the firm of Bereskin & Parr (Box 401, 40 King Street West, Toronto, Ontario, Canada M5H 3Y2) the power to insert on this assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

SIGNED this 11th day of February, 2004, at Burlington, ON, Canada.

Burlington



Witness

Patricia Ruiz



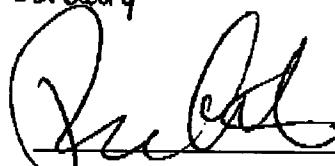
HAMID R. RABIE

SIGNED this 13th day of February, 2004, at Oakville, ON, Canada.



Witness

Patricia Ruiz

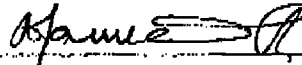


PIERRE LUCIEN COTE

SIGNED this 12th day of February, 2004, at
Oakville

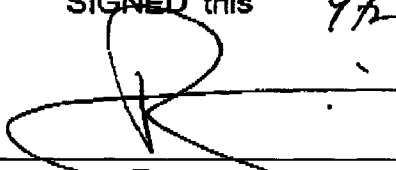


Witness Patricia Ruiz



MANWINDER SINGH

SIGNED this 9th day of February, 2004, at
Oakville



Witness Patricia Ruiz



ARNOLD JANSON