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Form PTO-1595  
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):  
  
**Alfred E. Pearson, Jr.**  
  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: **Breathe Safe, LLC**  
Internal Address: **1663 Marsh Hawk Circle  
Castle Rock, CO 80104**  
  
Street Address: **1663 Marsh Hawk Circle**  
  
City: **Castle Rock** State: **CO** ZIP: **80104**  
  
Additional name(s) & address(es) attached?  Yes  No


3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: **July 8, 2004**

4. Application number(s) or patent number(s): **29/208,612** Attorney Docket No.: **PEAR.01USD1**  
If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_  
A. Patent Application No.(s): **29/208,612**  
Title: **Personal Filtration Device**  
Filed: **June 29, 2004**  
B. Patent No.(s)  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed  
Name: **Paul M. Thompson**  
Internal Address: **Cochran Freund & Young LLC**  
**3555 Stanford Road, Suite 230**  
**Fort Collins, CO 80525**  
Street Address: **3555 Stanford Road, Suite 230**  
  
City: **Fort Collins** State: **CO** ZIP: **80525**

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:  
**50-1491**  
(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*  
**Paul M. Thompson #52,286**  **August 26, 2004**  
Name of Person Signing Signature Date  
Total number of pages including cover sheet, attachments and document: **[ 3 ]**

Mail documents to be recorded with required cover sheet information to:  
Commissioner for Patents  
P. O. Box 1450  
Alexandria, VA 22313-1450

CH \$40.00 501491 29208612

When recorded please return to:  
Cochran Freund & Young LLC  
3555 Stanford Road, Suite 230  
Fort Collins, CO 80525

PATENT APPLICATION  
DOCKET NO.: PEAR.01USD1

ASSIGNMENT OF PATENT APPLICATION

I/We, the undersigned (each) have agreed and hereby agree to assign to Breathe Safe, LLC (hereinafter Assignee), for good and valuable consideration, receipt of which is hereby acknowledged, and do hereby sell, assign and transfer to Assignee, its successors and assigns, the entire right, title and interest, including the right of priority, in, to and under an application for Letters Patent of the United States entitled:

PERSONAL FILTRATION DEVICE

Filing date: June 29, 2004 Serial No.: 29/208,612  
and the invention(s) and improvement(s) set forth therein, and any and all continuations, continuations-in-part (C-I-P's), divisionals, and renewals of and substitutes for said application for said Letter Patent, and any and all Letters Patent of the United States and of countries foreign thereto which may be granted thereon or therefor; and any reissues, or reexaminations, or extensions of said Letters Patent.

I/We additionally authorize Assignee to file applications in my/our name for Letters Patent in any country, to be held and enjoyed by Assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by me/us had this assignment, sale and transfer not been made;

AND I/we hereby covenant that I/we have full right to convey the entire interest herein assigned, and that I/we have not executed and will not execute any agreement in conflict herewith, and I/we further covenant and agree that I/we will, each time a request is made, and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said invention(s) or improvement(s), said application and said Letters Patent, to Assignee, its successors, assigns, nominees or legal representatives, and I/we agree to communicate to Assignee or to its nominee, all known facts respecting said invention(s) or improvement(s), said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers; to execute all disclaimers and divisionals, continuations, C-I-P's, reissue and foreign applications, to make all rightful oaths and declarations, and generally to do everything possible to aid Assignee, its successors, assigns, nominees and legal representatives to obtain and enforce, for its or their own benefit, proper patent protection for said invention(s) or improvement(s) in any and all countries provided the expenses which may be incurred by me/us in lending such cooperation and assistance are paid by Assignee.

AND I/we hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to Assignee, as assignee of the entire right, title and interest, any and all Letters Patent for said invention(s) or improvement(s), including any and all Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this assignment.

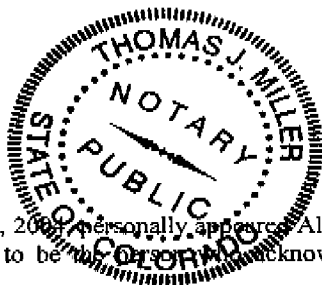
I/we further authorize and direct Assignee's attorneys to insert the serial number and filing date of said application now identified by the attorney docket number and title set forth above as soon as the same shall have been made known to them by the United States Patent and Trademark Office.

IN WITNESS WHEREOF, I/we hereunto set my/our hand(s) and seal(s):


  
Inventor's Signature (Seal)  
Inventor's Typed Name: Alfred E. Pearson, Jr.

Date Assignment Signed: 7/8/04

State of Colorado )  
County of Denver ) ss.:



Before me this 8 day of July, 2004, personally appeared Alfred E. Pearson, Jr. who is personally known or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the foregoing instrument of assignment to be his free act and deed.

  
Notary Public  
My commission expires: 12/13/05