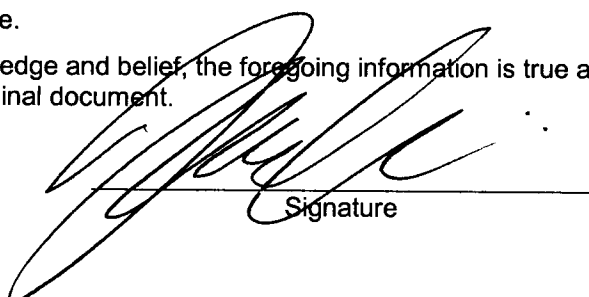


09-15-2004

To the Director, U.S. Patent and Trademark Office:

nents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>Douglas Carpenter</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p>() Yes (X) No</p>		<p>102836250</p> <p>Name: QuantumSphere, Inc.</p> <p>Street Address: 1041 W. 18th St., Suite B102</p> <p>City: Costa Mesa State: CA</p> <p>ZIP: 92627</p> <p>Additional name(s) of receiving party(ies) attached?</p> <p>() Yes (X) No</p>	
<p>3. Nature of conveyance:</p> <p>(X) Assignment () Security Agreement</p> <p>() Merger () Change of Name</p> <p>() Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)</p> <p>August 12, 2004</p>		<p>4. US or PCT Application number(s) or US Patent number(s):</p> <p>(X) Patent Application No.: 10/840,409</p> <p>Filing Date: May 6, 2004</p> <p>Additional numbers attached?</p> <p>() Yes (X) No</p>	
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995</p> <p>Return Fax: (949) 760-9502</p> <p>Attorney's Docket No.: QSINC.002A</p>		<p>6. Total number of applications and patents involved: 1</p>	
<p>7. Total fee (37 CFR 1.21(h)): \$40</p> <p>(X) Enclosed</p>		<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>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.</p> <p>Michael A. Guiliana Name of Person Signing</p> <p>42,611 Registration No.</p> <p> Signature</p> <p><u>9/10/04</u> Date</p> <p>Total number of pages including cover sheet, attachments and document: 2</p>			

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ASSIGNMENT

WHEREAS, I, Douglas Carpenter, a United States citizen, residing at 10124 Marchant Ave., Tustin, CA 92782, have invented certain new and useful improvements in a METHOD AND APPARATUS FOR FORMING NANO-PARTICLES for which I have filed an application for Letters Patent in the United States, Application No. 10/840,409, filed May 6, 2004;

AND WHEREAS, QuantumSphere, Inc. (hereinafter "ASSIGNEE"), a California Corporation, with its principal place of business at 1041 W. 18th St., Suite B102, Costa Mesa, CA 92627, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said inventor, do hereby acknowledge that I have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, his successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all provisional applications relating thereto, and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and I hereby authorize and request the Commissioner of Patents 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 all Letters Patent for said improvements to the said ASSIGNEE, his successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND I DO HEREBY sell, assign, transfer, and convey to ASSIGNEE, his successors, legal representatives, and assigns all claims for damages and all remedies arising out of any violation of the rights assigned hereby that may have accrued prior to the date of assignment to ASSIGNEE, or may accrue hereafter, including, but not limited to, the right to sue for, collect, and retain damages for past infringements of the said Letters Patent before or after issuance.

AND I HEREBY covenant and agree that I will communicate to the said ASSIGNEE, his successors, legal representatives and assigns, any facts known to me respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, his successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 12th day of August, 2004.

Douglas Carpenter
Douglas Carpenter

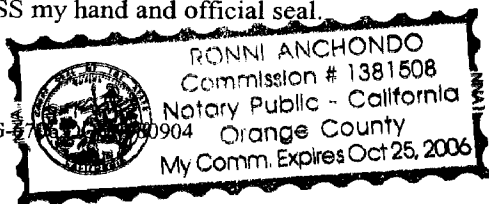
STATE OF California }
COUNTY OF Orange } ss.

On August 12, 2004, before me, Ronni Anchondo, personally appeared Douglas Carpenter personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

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Ronni Anchondo
Notary Signature