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02-09-2005

U.S. Department of COMMERCE
United States Patent and Trademark Office



102936742

To the Director of the U.S. Patents and

Documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Pierre Lucien COTE
Arnold JANSON
Hamid R. RABIE
Manwinder SINGH

Execution Date(s) January 24, 2005; January 24, 2005; January 24, 2005; and January 19, 2005
respectively

Additional name of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Zenon Environmental Inc.

Internal Address: _____

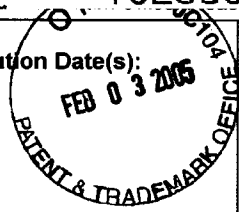
Street Address: 3239 Dundas Street West

City: Oakville

State: Ontario

Country: Canada Zip: L6M 4B2

Additional Name(s) & address(es) attached? Yes No



3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other

4. Application number(s) or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)
10/986,942

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

Prov: ON PC: M5H 3Y2 CANADA

Phone Number : (416) 364-7311

Fax Number: (416) 361-1398

Email Address: _____

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed (cheque No. 7114)
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 02-2095

Authorized User Name _____

9. Signature :

Scott Pundsack
Signature

February 2, 2005
Date

Scott Pundsack

Total number of pages including cover sheet, attachments, and documents 4

Name of Person Signing

B&P File No #4320-631

**UNITED STATES
ASSIGNMENT**

WHEREAS WE, **PIERRE LUCIEN COTE, ARNOLD JANSON, HAMID R. RABIE,** and **MANWINDER SINGH**, whose full post office addresses are **26 Tally-Ho Drive, Dundas, Ontario L9H 3M6, Canada; 343 Rankin Drive, Burlington, Ontario L7N 2B2, Canada; 2665 Thomas Street, Unit 33, Mississauga, Ontario L5M 6G4, Canada; 5008 Marjan Lane, Burlington, Ontario L7L 6H2, Canada** and, 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 **November 15, 2004** as serial No. **10/986,942**.

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, **PIERRE LUCIEN COTE, ARNOLD JANSON, HAMID R. RABIE,** and **MANWINDER SINGH**, 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.

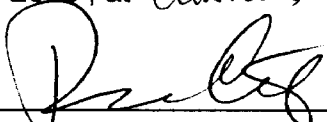
We hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said **ZENON Environmental Inc.**, the assignee of the entire right, title and interest in and to the same, for its sole use and benefit, and for the use and benefit of its successors and assigns, 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 24th day of January, 2005, at Oakville ON, Canada




Witness Patricia Ruiz

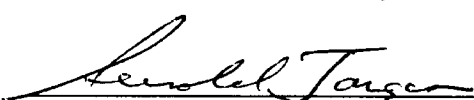


PIERRE LUCIEN COTE

SIGNED this 24th day of January, 2005, at Oakville, On. Canada



Witness Patricia Ruiz



ARNOLD JANSON

SIGNED this 24th day of January, 2005, at Oakville, ON, Canada

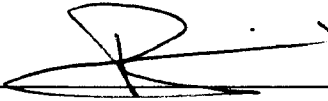


Witness Patricia Ruiz

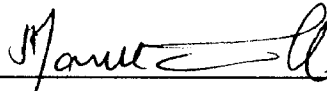


HAMID R. RABIE

SIGNED this 19th day of January, 2005, at Oakville, ON, Canada



Witness Patricia Ruiz



MANWINDER SINGH