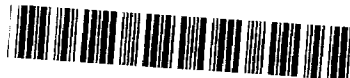


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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Graham E. Gintz
Christopher J. Gintz
Timothy J. Imholt
David L. Allara

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

2. Name and address of receiving party(ies)

Name: NANOHOLDINGS II, INC.

Internal Address: _____

Street Address: 14 Black Tern Road

Hilton Head Island

City: _____

State: South Carolina

Country: U.S. Zip: 29928

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) April 27, 2005

May 2, 2005

May 6, 2005

Assignment Merger

Security Agreement Change of Name

Joint Research Agreement

Government Interest Assignment

Executive Order 9424, Confirmatory License

Other _____

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

11/050,884

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Gerald E. Lester

Internal Address: _____

Street Address: 22107 Fielder Dr.

City: Katy

State: Texas Zip: 77450

Phone Number: 281-392-8288

Fax Number: 281-392-2850

Email Address: iplawlic@ev1.net

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

None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Gerald E. Lester
Signature

July 27, 2005
Date

Gerald E. Lester Reg.No. 27,697

Total number of pages including cover sheet, attachments, and documents: 2

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

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ORIGINAL ASSIGNMENT

For valuable consideration, I (if sole inventor), or We (if joint inventors):

Graham E. Gintz of Post Office Address: 14 Black Tern Road
Hilton Head Island,
South Carolina 29928 (US)

Residence: 14 Black Tern Road

City, Country, Zip Code: Hilton Head Island,
South Carolina 29928 (US)

--And--

Christopher J. Gintz of Post Office Address: 14 Black Tern Road
Hilton Head Island,
South Carolina 29928 (US)

Residence: 14 Black Tern Road

City, Country, Zip Code: Hilton Head Island,
South Carolina 29928 (US)

--And--

Timothy J. Imholt of Post Office Address: 4229 Hunt Drive #3406
Carrollton, Texas 75010 (US)

Residence: 4229 Hunt Drive #3406

City, Country, Zip Code: Carrollton, Texas 75010 (US)

--And--

David L. Allara of Post Office Address: 2517 Sleepy Hollow
State College,
Pennsylvania 16803 (US)

Residence: 2517 Sleepy Hollow

City, Country, Zip Code: State College,
Pennsylvania 16803 (US)

the below signed sole (if only one inventor is named and subscribes below), or joint (if more than one inventor is named and subscribes below), inventor(s) of record, hereby assign(s) to

NANO HOLDINGS II, INC.

a corporation duly organized under the laws of the State of South Carolina, and having a principal place of business at:

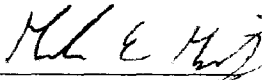
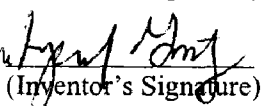
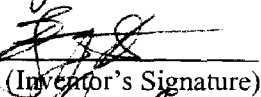
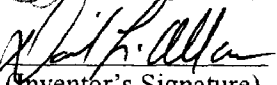
14 Black Tern Road
Hilton Head Island
South Carolina, 29928 (US)

and its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in and to the inventions and improvements which are the subject of a U.S. Utility Patent Application, filed on February 4, 2005, in the U.S. Patent and Trademark Office, and entitled:

"PRODUCT AND METHOD FOR IMPACT DEFLECTING MATERIALS",

in and to the above patent application, any and all divisions, reissues, continuations, substitutions and renewals thereof, any and all United States and foreign patents, utility models, design registrations, inventor's certificates and other similar rights granted for any of said inventions or improvements thereto, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, the GATT Treaty , the NAFTA Treaty, and all other treaties of like purposes; and we further authorize the Assignee to apply in all countries in our names, or in its own name, for patents, utility models, design registrations, inventors certificates and like rights of exclusion for said inventions and improvements; and we each agree to communicate to the Assignee or its representatives all facts known to us respecting said inventions and improvements, and agree for for ourselves and our heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, we hereby set our hands and signatures in the places indicated below:

 (Inventor's Signature)	<u>Graham E. Gintz</u> (Printed Name)	<u>April 27, 2005</u> (Date of Signature)	<u>Hilton Head Island, South Carolina</u> (Place of Signature)
 (Inventor's Signature)	<u>Christopher J. Gintz</u> (Printed Name)	<u>April 27, 2005</u> (Date of Signature)	<u>Hilton Head Island, South Carolina</u> (Place of Signature)
 (Inventor's Signature)	<u>Timothy J. Imholt</u> (Printed Name)	<u>May 2, 2005</u> (Date of Signature)	<u>Carrollton, Texas</u> (Place of Signature)
 (Inventor's Signature)	<u>David L. Allara</u> (Printed Name)	<u>May 05, 2005</u> (Date of Signature)	<u>State College, Pennsylvania</u> (Place of Signature)