

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	ASSIGNMENT										
CONVEYING PARTY DATA											
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Gregory J. Kimball</td> <td>01/04/2012</td> </tr> <tr> <td>Joseph Merwyn Bonem</td> <td>01/04/2012</td> </tr> <tr> <td>David Lonnie Phillips</td> <td>01/04/2012</td> </tr> </tbody> </table>		Name	Execution Date	Gregory J. Kimball	01/04/2012	Joseph Merwyn Bonem	01/04/2012	David Lonnie Phillips	01/04/2012		
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RECEIVING PARTY DATA											
<table border="1"> <tr> <td>Name:</td> <td>Bepex International, LLC</td> </tr> <tr> <td>Street Address:</td> <td>333 N.E. Taft Street</td> </tr> <tr> <td>City:</td> <td>Minneapolis</td> </tr> <tr> <td>State/Country:</td> <td>MINNESOTA</td> </tr> <tr> <td>Postal Code:</td> <td>55413</td> </tr> </table>		Name:	Bepex International, LLC	Street Address:	333 N.E. Taft Street	City:	Minneapolis	State/Country:	MINNESOTA	Postal Code:	55413
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PROPERTY NUMBERS Total: 1											
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>13310226</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	13310226						
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CORRESPONDENCE DATA											
<p>Fax Number: (612)492-7077</p> <p>Email: ip@fredlaw.com</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Correspondent Name: Paul J. LaVanway, Jr.</p> <p>Address Line 1: 200 South Sixth Street, Suite 4000</p> <p>Address Line 4: Minneapolis, MINNESOTA 55402</p>											
ATTORNEY DOCKET NUMBER:	51039.2.48.3										
NAME OF SUBMITTER:	Paul J. LaVanway, Jr.										
<p>Total Attachments: 4</p> <p>source=51039-2-48-3_Executed_Assignment#page1.tif</p> <p>source=51039-2-48-3_Executed_Assignment#page2.tif</p> <p>source=51039-2-48-3_Executed_Assignment#page3.tif</p> <p>source=51039-2-48-3_Executed_Assignment#page4.tif</p>											

OP \$40.00 13310226

ASSIGNMENT

Whereas, Gregory J. Kimball, residing at 12261 Isanti Court N.E., Blaine, MN 55449; Joseph Merwyn Bonem, residing at 1660 Isaac Creek Circle, New Braunfels, TX 78132; and David Lonnie Phillips, residing at 5825 Oxford Street N., Shoreview, MN 55126-8410 (“Assignors”), have made invention(s) for which United States and foreign patents and patent applications have been or will be filed and are identified on the attached Schedule 1;

Whereas, Bepex International, LLC, a Minnesota corporation having a place of business at 333 N.E. Taft Street, Minneapolis, MN 55413 (“Assignee”), desires to acquire the entire right, title and interest in and to the United States and foreign patents and patent applications identified on the attached Schedule 1 and in and to the inventions described and claimed therein (the “Patents”); and

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors and assigns the following:

- (1) The entire right, title and interest to the Patents including the inventions described or claimed therein, and to each U.S. and foreign patent application and patent from which the Patents claim priority to, in whole or in part, and to which the Patents claim priority; and
- (2) The entire right, title and interest to any United States or foreign patents that may issue with respect to the inventions described or claimed in the Patents;
- (3) The entire right, title and interest to any renewals, reissues, extensions, substitutions, continuations, continuations-in-part, or divisions of the Patents, and all foreign applications based thereon;
- (4) The right to apply for patents in foreign countries in its own name and to claim any priority rights to which such foreign applications are entitled under international conventions, treaties or otherwise; and
- (5) The right to enforce patent rights to such Patents as fully and entirely as the same would have been held and enjoyed by the Assignors if this assignment had not been made; together with all claims by Assignors for damages by reason of past infringement or for provisional rights and including the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns, and other legal representatives.

Assignor further agrees for himself and for his successors and assigns to execute and deliver without further consideration any further applications, assignments or other documents and to perform such other lawful acts as Assignee, its successors and assigns may deem necessary to fully secure, maintain and enforce its rights, title or interest as outlined herein.

Assignor hereby authorizes and requests the Commissioner of Patents to issue to Assignee any patents that may be granted in accordance with this Assignment.

We hereby authorize attorneys associated with Customer No. 22859, of Fredrikson & Byron, P.A., of 200 South Sixth Street, Suite 4000, Minneapolis, Minnesota, 55402-1425, to insert the application numbers, filing dates, and other identifying information on Schedule 1 when known.

This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement. The signatures from each counterpart may be combined with a copy of the Agreement to constitute the entire Agreement.

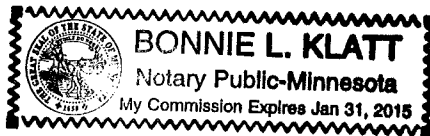
Date: 11/9/2012

Gregory J. Kimball
Gregory J. Kimball

Subscribed to and sworn to before
me this 9th day of January, 2012.

Bonnie L. Klatt
Notary Public

Notary Seal



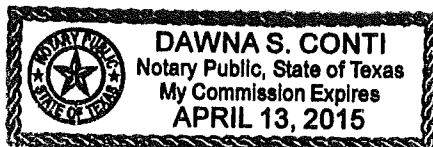
Date: 1/4/2012

Joseph Merwyn Bonem
Joseph Merwyn Bonem

Subscribed to and sworn to before
me this 4th day of JANUARY, 2012.

Dawna S. Conti
Notary Public

Notary Seal



Date: 1/9/2012

David Lonnie Phillips
David Lonnie Phillips

Subscribed to and sworn to before
me this 9th day of January, 201 2.

Bonnie L. Klatt
Notary Public

Notary Seal



SCHEDULE 1**US Patent Applications**

Patent App. No.	Date Filed	Title	Attorney Docket No.
13/310,226	12-02-2011	SYSTEM AND METHOD FOR THE TREATMENT OF OIL SANDS	51039.2.48.3

US Patents

Patent No.	Date Issued	Title

Foreign and International Patent Applications

Country	Patent App. No.	Date Filed	Title	Attorney Docket No.

Foreign Patents

Country	Patent No.	Date of Issue	Title