

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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>Composite Materials Solutions f/k/a/ C3 Materials</td> <td>11/03/2011</td> </tr> </tbody> </table>		Name	Execution Date	Composite Materials Solutions f/k/a/ C3 Materials	11/03/2011						
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RECEIVING PARTY DATA											
<table border="1"> <tr> <td>Name:</td> <td>Prep Powdered Metals, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>1114 Clark Street</td> </tr> <tr> <td>City:</td> <td>Bowling Green</td> </tr> <tr> <td>State/Country:</td> <td>OHIO</td> </tr> <tr> <td>Postal Code:</td> <td>43402</td> </tr> </table>		Name:	Prep Powdered Metals, Inc.	Street Address:	1114 Clark Street	City:	Bowling Green	State/Country:	OHIO	Postal Code:	43402
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PROPERTY NUMBERS Total: 1											
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CORRESPONDENCE DATA											
<p>Fax Number:</p> <p>Phone: 419-255-5900</p> <p>Email: duggan@mstfirm.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: James A. Duggan</p> <p>Address Line 1: 720 Water Street</p> <p>Address Line 2: One Maritime Plaza, 5th Floor</p> <p>Address Line 4: Toledo, OHIO 43604</p>											
ATTORNEY DOCKET NUMBER:	1-53773										
NAME OF SUBMITTER:	James A. Duggan										
<p>Total Attachments: 2</p> <p>source=1_CMS_PREP_pat7722735_assign#page1.tif</p> <p>source=1_CMS_PREP_pat7722735_assign#page2.tif</p>											

CH \$40.00 7722735

BILL OF SALE AND ASSIGNMENT

Concord, Massachusetts
November 3, 2011

KNOW ALL MEN BY THESE PRESENTS, that **COMPOSITE MATERIALS SOLUTIONS, INC.**, a Delaware corporation f/k/a C3 Materials, Corp. ("Seller"), does by these presents, hereby grant, bargain, sell, convey, transfer, assign, set over and deliver unto **PREP POWDERED METALS, INC.**, a Delaware corporation ("Purchaser"), in accordance with the terms of that certain Asset Purchase Agreement dated November 3, 2011 (the "Agreement"), by and between Purchaser and Seller, all of the Seller's right, title and interest in and to the Assets (as defined in the Agreement), to the extent of Seller's interest in said Assets, including any goodwill associated with the Assets.

The Seller with limited warranty covenants represents to Purchaser, that: (i) it is the true and lawful owner of the Assets and has lawful authority to sell, assign and convey the same; and (ii) the Assets are free and clear of all claims, liens, charges and encumbrances of any nature, and that it shall warrant and defend the Assets against the lawful claims and demands of all persons whomsoever claiming through Seller.

IT IS AGREED AND UNDERSTOOD BY AND BETWEEN PURCHASER AND SELLER THAT SELLER IS SELLING AND PURCHASER IS PURCHASING THE ASSETS IN THEIR PRESENT AS IS WHERE IS CONDITION, WITH ALL FAULTS, AND WITHOUT RELIANCE UPON ANY REPRESENTATION OR WARRANTY OF SELLER, EXCEPT AS EXPRESSLY SET FORTH HEREIN.

The Seller agrees that, upon the request of Purchaser, it will hereafter do, execute, acknowledge, or deliver, or will cause to be done, executed, acknowledged or delivered to Purchaser all such further acts, deeds, assignments, transfers, conveyances or assurances as may reasonably be required for the better assigning, transferring, granting, conveying, assuring and confirming to Purchaser any of the Assets to be transferred or assigned under this Bill of Sale and Assignment.

This Bill of Sale and Assignment is made, executed, and delivered for and upon the consideration provided in the Agreement.

COMPOSITE MATERIALS SOLUTIONS, INC.,
a Delaware corporation

By: 
Gerald R. Hoolahan, President

SCHEDULE A - ASSETS

Asset Purchase Agreement dated November 3, 2011 between Composite Materials Solutions, Inc. f/k/a C3 Materials, Corp., as Seller, and PREP Powdered Metals, Inc., as Purchaser

Qty.	Description	Manufacturer (if available)
	Equipment:	
	Powders Manufacturing:	
6	Rotating Electrode Powder Machines with related plasma torches, arc trackers, vacuum pumps, DC drive spindles, power supplies, and weigh beds	Custom Built by Starmet
2	One Ton Electric Monorail Cranes	Loadlifter
1	Powder Dumping Station 2-Ton Capacity	Hercules
4	1200 RPM 1/2 HP Vibro Separators	Sweco
1	LPG Forklift	Clark
Lot	Magnetic Separators, Sweco Staintees Steel Screens, Sieves, Pallet Jacks, Scales, Cabinets and Shelving in PREP rooms	
Lot	All other tools, spare parts and miscellaneous equipment not detailed elsewhere used by the powders manufacturing operations	
	Laboratory:	
1	M400-G1 Microhardness Tester	Olympus-Leco
1	Crucible Furnace	Blue M
1	Vacuum Annealing Furnace	Inductotherm
1	DTA-TGA with gas switching accessory	T/A Instruments
1	X-ray Diffractometer Unit	Shimadzu Lab
1	Spectrometer ESP Gas Analyzer	Nicolet
1	Hardness Tester	Rockwell
1	Vacuum Oven	Precision
1	Vacuum Sputter Coater	Denton
1	Injection Molder	Minijector
1	High Temperature Vacuum Lab Furnace	Materials Research
1	Inert/Hydrogen Atmosphere Furnace	Lindberg
Lot	All other lab tables, shelves, hoods and miscellaneous equipment not detailed elsewhere that is used for the powders operations' R&D and engineering groups	
	Office:	
	Furniture-Variou	For all full-time powders' employees of Applied Technology Management
	Computer desktop & printers	For all full-time powders' employees of Applied Technology Management
	Computer server with monitors used to support powders operations' network	
	Intellectual Property:	
	Patents:	
	USPTO # 7,722,735	Microstructure applique and method for making same

PATENT