

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

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SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
	Name	Execution Date
	XIGO NANOTOOLS LLC	10/12/2022
RECEIVING PARTY DATA		
Name:	XIGO NANOTOOLS INC	
Street Address:	39 BLAKE CIRCLE	
City:	BRICK	
State/Country:	NEW JERSEY	
Postal Code:	08724	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Patent Number:	7417426	
CORRESPONDENCE DATA		
Fax Number:		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	732-762-2787	
Email:	swrace@xigonanotools.com	
Correspondent Name:	SEAN RACE	
Address Line 1:	39 BLAKE CIRCLE	
Address Line 4:	BRICK, NEW JERSEY 08724	
NAME OF SUBMITTER:	SEAN RACE	
SIGNATURE:	/Sean Race/	
DATE SIGNED:	10/13/2022	
	This document serves as an Oath/Declaration (37 CFR 1.63).	
Total Attachments: 12		
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PLAN OF REORGANIZATION OF ANALYTICAVEN LLC
A/K/A XIGO NANOTOOLS, LLC

This is a **PLAN OF REORGANIZATION** ("Plan") of **ANALYTICAVEN LLC, a/k/a XIGO NANOTOOLS, LLC** (hereinafter the "Company") which shall be effective as of the "Effective Date" (as defined herein below).

BACKGROUND

WHEREAS, the Company is a New Jersey limited liability company currently conducting business utilizing nanotechnology in various applications (the "Business") with its main office and facilities located at 116 Research Drive, Suite 39, Bethlehem, Pennsylvania 18015 (said main office and facilities, together with any other space and presence maintained by the Company elsewhere being hereinafter collectively referred to as the "Facilities"); and

WHEREAS, the Company was formed on or about January 9, 2003 by a Certificate of Formation (as amended, the "Certificate of Formation") filed with the State of New Jersey; and

WHEREAS, the Company is governed by that certain Operating Agreement dated August 15, 2005 (as amended, the "Operating Agreement"); and

WHEREAS, under the Operating Agreement, the Company has authorized the issuance of 1020 units of Class A Membership Interests, as well as up to 980 Class B Membership Interests; and

WHEREAS, the Company currently has outstanding 1246.8 membership interests consisting of 1020 Class A Membership Interests (each a "Class A Membership Interest" and collectively, the "Class A Membership Interests") and 228.3 Class B Membership Interests (each a "Class B Membership Interest" and collectively, the "Class B Membership Interests"); and

WHEREAS, the Class A Membership Interests and Class B Membership Interests shall hereinafter be referred to collectively each as a "Membership Interest" and in the aggregate as the "Membership Interests"; and

WHEREAS, the Company currently has outstanding warrants (the "Warrants") for an additional 214.198 Membership Interests (each a "Warrant Interest", and collectively, the "Warrant Interests"); and

WHEREAS, the Company's members (each a "Member" and collectively, the "Members") and their respective ownership interests in the Company are set forth in Exhibit "A" attached hereto (the "Cap Table") and made a part hereof; and

WHEREAS, the Company intends in the near future to solicit and obtain additional capital to, *inter alia*, fund the Company's growth, development and operations; and

WHEREAS, to retain and incentivize its key personnel, the Company is investigating the feasibility of issuing stock options in the form of either qualified incentive stock options ("ISOs") or non-qualified stock options ("NQSOs"); and

WHEREAS, the Company has determined that it cannot effectively raise outside capital or maintain the flexibility to issue either ISOs or NQSOs as currently structured as a New Jersey limited liability company; and

WHEREAS, after careful consideration and upon the advice of the Company's engaged independent certified public accountant and legal counsel, it is in the best interests of the Company that the Company reorganize and contribute all of its Business, including, without limitation, all assets, contracts, debts, liabilities, intangible rights, intellectual property, rights (whether choate or inchoate), property, equipment, chattels and chattel paper and instruments (collectively, the "Rights and Assets") into a newly formed Delaware corporation; and

WHEREAS, the Company desires to reorganize and make the initial capital contribution in accordance with and subject to the terms and provisions of this Plan.

NOW, THEREFORE, for the purpose of effecting and prescribing the reorganization and contribution of all of the Company's Business, Rights and Assets to a newly formed Delaware corporation, and having received all necessary approvals of the Company's Members and Board of Managers, and in further consideration of the mutual covenants and agreements contained herein, the Company hereby approves, adopts and is directed to carry into effect the following Plan:

1. Recitals. The foregoing Background is incorporated herein by reference as though fully set forth.

2. Reorganization.

(a) Newco Organization. In order to effect the reorganization of the Company, the Company shall incorporate a Delaware for-profit corporation which shall be named "XiGo Nanotools, Inc." (hereinafter, "Newco"). Newco shall be organized for the purpose of owning, managing and operating Business, Rights and Assets of the Company, and shall initially be a wholly-owned subsidiary of the Company. In order to organize Newco, the Company shall and is hereby directed to file Certificate of Incorporation substantially in the form attached hereto as Exhibit "B" with the Delaware Department of State, Division of Corporations.

(b) Transfer of Business. Upon the organization of Newco in accordance with the provisions of Section 2(a) above, the Company shall and is hereby directed to transfer and contribute all of its Rights and Assets arising out of, associated with or in any way related to the Business into Newco as a capital contribution in exchange for one hundred (100) shares of common stock (\$.001 par value) in Newco (hereinafter the "Newco Stock"). The contribution of

the Business, Rights and Assets to Newco by the Company, and the assumption of the Business, Rights and Assets by Newco shall be governed by the provisions of Section 6 below. Notwithstanding any other provision herein to the contrary, it is the expressed intent that the Rights and Assets shall include all of the Company's intellectual property (whether owned and/or licensed) including, without limitation, all patents and patent applications. The Company's contribution of, and Newco's assumption of, the Business, Rights and Assets shall hereinafter be referred to collectively as the "Reorganization".

(c) Newco Stock. Upon completion of the Reorganization in accordance with the provisions of Section 2(b) above, the Company shall and is hereby directed to hold all of the Newco Stock. No Membership Interest holder in the Company shall directly own the Newco Stock which is to be held only by the Company. It is the express intent and understanding of the Company that Newco's board of directors (the "Newco Board") shall have the right to issue all shares as may be specified from time to time in Newco's Certificate of Incorporation to one or more persons. It is the expressed intent of the Company that Newco will later amend its Certificate of Incorporation to include separate classes of stock for purposes of the ISOs and/or NQSOs created by Newco in favor of the Business' key personnel, as well as preferred stock for purposes of raising additional capital. Upon the contribution of the Business, Rights and Assets into Newco by the Company in exchange for the Newco Stock, Newco shall be governed by its organic governing documents and applicable law, and the Company understands, agrees and acknowledges that it shall not have any further rights, duties or obligations (except as otherwise required by applicable law) of any nature arising out of or in any way related to the Rights and Assets.

(d) Tax Code Compliance. It is the express intent of the Company that the aforementioned Reorganization and contribution of the Business, Rights and Assets at all times comply with Section 351 of the Internal Revenue Code of 1986 and all regulations promulgated thereunder (hereinafter the "Code"). In the event that the Company (or any person on behalf of the Company) is required to perform any act or execute any additional agreements, documents, or certificates which are not expressly specified within this Plan in order to comply with Section 351 of the Code, the Company is hereby authorized and directed to perform any and all such other acts, as well as execute and/or deliver any and all such other agreements, documents, or certificates which may be necessary or desirable to fully comply with Section 351 of the Code.

3. Amendment of Plan. Except as provided in Section 2(d) above, this Plan may only be amended by a duly approved action of the Company's Board of Managers in accordance with the Company's Operating Agreement and applicable law at any time prior to the Effective Date hereof.

The Board of Managers may modify, amend or abandon this Plan and the Reorganization contemplated hereby at any time prior to the Adoption Date without further action by the Members or any other party.

4. Initial Directors of Newco. The initial directors of Newco shall be Sean Race, Dr. David Fairhurst, and Brian Meehan (the "Initial Directors"). The Initial Directors, upon election

and appointment in accordance with applicable law shall proceed to appoint officers of Newco to carry out its intended business subject ultimately to the terms and provisions of this Plan. It is the intent of the Company that the Initial Directors will appoint Sean Race as the President of Newco. Following the Reorganization as contemplated hereinabove, Newco's board of directors shall thereafter be elected and/or appointed pursuant to applicable law and Newco's organic governing documents.

5. State Filings. Sean Race, as a member of the Company's Board of Managers and Member of the Company, shall and is hereby directed to make and execute whatever certificates and documents are required by the State of New Jersey, Commonwealth of Pennsylvania and/or State of Delaware to effect the Reorganization, and to cause the same to be filed, in the manner provided by law, and to do all things which may be necessary and proper to effect such Reorganization. Sean Race is further authorized and directed on behalf of the Company, and Newco until such time as a President is appointed by the Initial Directors, to execute, sign, file and deliver any and all instruments, documents, applications, title certificates and further agreements (including, without limitation, all necessary filings with the United States Patent and Trademark Office) as may be necessary to confirm the Reorganization and Newco's sole ownership of the Business, Rights and Assets.

6. Business Contribution. As of the Effective Date, Newco shall succeed to, assume exclusive responsibility for, and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises (including, without limitation, the Business, Rights and Assets), and shall be subject to all of the obligations, restrictions and liabilities of the Business, Rights and Assets all without the necessity of any further act or deed. The Company shall protect, defend, indemnify and hold harmless Newco, its shareholders, officers, directors, employees, agents, insurers, successors and/or assigns of, from and against any and all claims, liability, damages, costs and expenses (including, without limitation, reasonable attorneys' fees) arising out of or in any way related to the Business, Rights and Assets prior to the Effective Date. Newco shall protect, defend, indemnify and hold harmless the Company, its members, managers, officers, employees, agents, insurers, successors and/or assigns of, from and against any and all claims, liability, damages, costs and expenses (including, without limitation, reasonable attorneys' fees) arising out of or in any way related to the Business, Rights and Assets from and after the Effective Date.

7. Further Assurances. If at any time after the Effective Date, Newco or the Company shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to Newco full title to and possession of all of the Business, Rights and Assets, then the officers or directors of the Company and/or Newco (as applicable), or at their request the persons who were officers and directors of the Company or Newco immediately prior to the Effective Date, as such officers and directors, shall have the authority to and shall take all such actions and execute and deliver all such instruments as the Company and Newco may so determine to be necessary or desirable.

8. Adoption of Plan. The Company's Board of Managers have adopted this Plan, and will proceed to either call a special meeting of the Company's Members or have all of the Company's Members sign a written consent to duly approve the Plan and the Reorganization. If a special meeting of the Company's Members must be called, and the Members holding a majority of the Membership Interests vote in favor of the approval of this Plan at said meeting, this Plan shall constitute the adopted Plan of the Company as of the date of the meeting, or such later date on which the Members may approve the Reorganization pursuant to the Plan if the meeting is adjourned to a later date. In any event, the date upon which the Members shall sign a unanimous written consent or vote at any duly constituted meeting of the Members shall be the "Adoption Date". The Adoption Date shall not be the Effective Date unless all of the Conditions Precedent (defined and set forth below) have been satisfied on the Adoption Date. The Members' adoption of this Plan shall also serve to ratify and approve any and all past actions of the Company, its Members, Board of Managers and officers taken on behalf of or in connection with the Company and its business prior to the Adoption Date.

9. Material Conditions Precedent. This Plan and the Reorganization contemplated herein shall be fully subject to and expressly contingent upon the full and satisfactory (as determined by Sean Race as the Company's President) completion of all of the following conditions precedent (collectively, the "Conditions Precedent"):

(a) This Plan shall have been adopted by the Company's Members in accordance with Section 8.

(b) All of the Company's Creditors shall have agreed in writing to the Reorganization and the Company's contribution of the Business, Rights and Assets to Newco. For purposes of this Plan, all known creditors and debt holders of the Company are as set forth in Exhibit "C" attached hereto and made a part hereof. The creditors and debt holders set forth in Exhibit "C" shall herein be referred to collectively as the "Creditors" and each individually as a "Creditor".

10. Payments in Connection with Plan. In connection with and for the purposes of implementing and assuring completion of this Plan, the Company may, in the absolute discretion of the Board of Managers, pay any brokerage, agency, professional and other fees and expenses of persons rendering services to the Company and/or Newco in connection with the Reorganization and the implementation of this Plan.

IN WITNESS WHEREOF, the President of the Company has duly executed this Plan of Reorganization.

WITNESS:

ANALYTICAVEN LLC,
a/k/a XIGO NANOTOOLS, LLC


By: 
Name: Sean Race
Title: President

Exhibit A

Cap Table for XiGo Nanotools, LLC

Shareholder	Shares
Race, Sean	647
Fairhurst, David	373
Meehan, Brian	28.6
Connelly, James	46.4
Oberman, Seth	28.6
Staffman, Michael	28.6
O'Brien, Barry	28.6
Waterman, Randall	28.6
Loxley, Andrew	12.5
Christiansen, Christopher	25.0
Total:	1246.8

Exhibit B

Newco Certificate of Incorporation

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "XIGO NANOTOOLS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D. 2011, AT 2:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5020956 8100

110894620

You may verify this certificate online
at: www.delaware.gov/secretaryofstate




AUTHENTICATION: 8958140

DATE: 08-08-11

Exhibit C

Company Creditors

Ben Franklin Technology Partners Northeast Pennsylvania

Christopher Macey



XiGo Nanotools
116 Research Drive
Bethlehem, PA 18015
(610)849-5090
(610) 465-8631 fax
www.xigonanotools.com

October 19, 2011

Laura Lawrence, MBA
Project Manager
Ben Franklin Technology Partners of Northeastern Pennsylvania
125 Goodman Drive
Bethlehem, PA 18015

Re: Reorganization of XiGo Nanotools, LLC

Dear Laura,

I hope that this letter finds you well. As you know, XiGo Nanotools, LLC f/k/a Analyticaven LLC (the "Company") has been reviewing a number of alternatives to take advantage of several exciting opportunities for the business in the near future. The Company's management has been advised by its outside legal counsel that a reorganization is warranted to position the Company to take advantage of those opportunities on the horizon.

As such, the Company's management intends to "transition" the Company into a Delaware corporation to be known as XiGo Nanotools, Inc. Due to existing legal and tax constraints, the machinations of that change are unfortunately more complicated than simply declaring to the world that we are now a Delaware corporation. The Company's outside legal counsel and accountant have developed a Plan of Reorganization (a copy of which is enclosed for your review) to accomplish these goals. The main transition steps are as follows:

1. The Company incorporates XiGo Nanotools, Inc. ("XNI").
2. The Company's existing members approve the reorganization either by way of written consent or at a special meeting to be called.
3. The Company's existing creditors approve the transition to XNI.
4. The Company contributes all existing business, assets and liabilities to XNI as a "capital contribution" in exchange for 85 shares of XNI's common stock.

You may be asking at this stage what is really changing in connection with the Company and its business? The short answer is virtually nothing. The Company's operations, management and headquarters will all remain the same. Additionally, the Company's ownership will not change, although we do intend to seek future corporate financing opportunities through XNI. Enclosed for



XiGo Nanotools
116 Research Drive
Bethlehem, PA 18015
(610)849-5090
(610) 465-8631 fax
www.xigonanotools.com

the review and approval of Ben Franklin Technology Partners of Northeastern Pennsylvania are copies of the Plan of Reorganization, XNI Certificate of Incorporation (and proposed amendment), XNI Bylaws and initial resolutions of XNI's Board of Directors.

I am hoping that this transition can occur relatively quickly so that the Company's management can return its focus to the larger issues of making XNI's business a success. Accordingly, I am respectfully requesting that once you have fully reviewed and are comfortable with the enclosed Plan of Reorganization and related documentation that an authorized officer countersign this letter below on behalf of Ben Franklin Technology Partners of Northeastern Pennsylvania. Of course, should you have any questions, you may always contact me at (732) 762-2787. Thank you for your prompt attention to and consideration of this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sean Race".

Sean Race, President
XiGo Nanotools, LLC

Ben Franklin Technology Partners of Northeastern Pennsylvania hereby consents to the reorganization of the Company as contemplated in the Plan of Reorganization:

By: _____
Name:
Title: