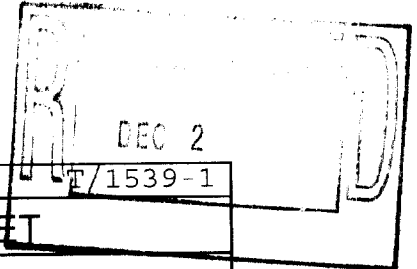


MRS 12-2-99

12-16-1999



TRADEMA

101223616

ER SHEET

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
 <Enter Name and Address of Conveying Party(ies)>
 API Technologies, Inc.
 501 Silverside Road
 Wilmington, Delaware 19809

Type of Entity: Corporation-State of Delaware
 Additional names(s) of conveying party(ies) attached? No

2. Name and Address of receiving party(ies):
 <Enter Name and Address of Receiving Party(ies)>
 American Minerals, Inc.
 901 East Eighth Avenue
 King of Prussia, PA 19406

Type of Entity: Corporation-State of Delaware
 If assignee is not domiciled in the United States, a domestic representative designation is attached: No Yes

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

3. Nature of Conveyance:
 Assignment
 Execution Date: January 30, 1998

4.A. Trademark Application No(s):

B. Trademark Registration No.(s)
 See Attached Schedule A

Additional numbers attached? Yes

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

6. Total number of documents involved: 2

OSTROLENK, FABER, GERB & SOFFEN, LLP
 1180 Avenue of the Americas
 New York, New York 10036-8403

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed as part of Check No. 89714
 In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.

DO NOT USE THIS SPACE

8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Douglas A. Miro

 Name of Person Signing

 Signature

November 23, 1999

 Date

Total number of pages including cover sheet, attachments, and document: 5

12/15/1999 DNGUYEN 00000104 1864458

01 FC:481
02 FC:482

40.00 OP
100.00 OP

00430077.1

SCHEDULE A

TRADEMARKS RECORDATION COVER SHEET

TRADEMARK REGISTRATIONS CONVEYED

MARK : ENVIRO-BLEND
REG. NO. : 1,864,458
REG. DATE : 11/29/94
OUR FILE NO. : M-TM-13121 (1539-4)

MARK : ENVIRO-MAG
REG. NO. : 1,830,973
REG. DATE : 4/19/94
OUR FILE NO. : M-TM-13232 (1539-8)

MARK : ENVIRO-PHOS
REG. NO. : 1,830,972
REG. DATE : 4/19/94
OUR FILE NO. : M-TM-13011 (1539-2)

MARK : FERT-O-MAG
REG. NO. : 1,466,822
REG. DATE : 12/1/87
OUR FILE NO. : M-TM-13186 (1539-7)

MARK : GRANUSOL and Design
REG. NO. : 1,088,421
REG. DATE : 4/4/78
OUR FILE NO. : M-TM-13185 (1539-6)

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made as of this 30th day of January, 1998, by and between API Technologies, Inc., a Delaware corporation with its principal office at 501 Silverside Road, Wilmington, Delaware 19809 ("Assignor"), and American Minerals, Inc., a Delaware corporation with its principal office at 901 East Eighth Avenue, King of Prussia, Pennsylvania 19406 ("Assignee").

WHEREAS, Assignor has adopted, used and is using, and is the owner of the trademarks and servicemarks and the respective registrations thereof and pending applications therefor in the United States Patent and Trademark Office identified and set forth on Exhibit A attached hereto and incorporated herewith (collectively, the "Marks"), and the goodwill of the business in connection with which the Marks are used; and

WHEREAS, Assignee wishes to acquire Assignor's entire right, title and interest in and to the Marks, together with the goodwill of the business in connection with which the Marks are used;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell and assign to Assignee all the right, title and interest Assignor has or may have in the Marks and in any and all other marks or names owned or used by Assignor or in which Assignor otherwise has any ownership interest and which include the listed terms of said Marks alone or in combination with other words, figures, designs or indicia, including any rights, title and interest as service marks, trademarks, tradenames and all common law rights connected therewith, together with (a) the goodwill of the business in connection with which the Marks or any such other marks or names have been used and/or registered, (b) all respective registrations thereof and pending applications therefor, and (c) all claims and causes of action relating to past infringement of the Marks or such other marks or name.

The Assignor agrees that it will execute and deliver or cause to be delivered, all such other instruments, documents and/or certificates, and will take all such other actions as Assignee may reasonably request from time to time to effectuate the transactions, provisions or purposes contemplated by this Assignment.

IN WITNESS WHEREOF, the parties have duly executed this Assignment as of the date first written above.

API TECHNOLOGIES, INC.

By: Nicole Hill
Name: Nicole Hill
Title: Vice President

AMERICAN MINERALS, INC.

By: _____
Name:
Title:

PENNSYLVANIA
STATE OF ~~NEW YORK~~)
MONTGOMERY : 5.5
COUNTY OF ~~NEW YORK~~)

On this 30th day of January, 1998, before me personally came Nicole Hill
_____ who being sworn did depose and say that he is Vice President
of API Technologies, Inc., the corporation described in and which executed the
foregoing Assignment, and that he is authorized by said partnership to sign his name
thereto.

Frances H. Swiatek

Notary Public

Notarial Seal
Frances H. Swiatek, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires Sept. 3, 1999
Member, Pennsylvania Association of Notaries

EXHIBIT A

FILE NO	COMPUTER	CNTY	SERIAL#	REGIS#	REG DATE	TRADEMARK	GOODS	STATUS
1539-0012		CA	744713		12/31/93	ENVIRO-BLEND	Mineral and chemical based additives for waste treatment	PENDING
1539-0013		MX	187038		01/03/94	ENVIRO-BLEND	Mineral and chemical based additives for waste treatment	PENDING
1539-0004		US	74/409,824	1,864,458	11/29/94	ENVIRO-BLEND	Mineral and chemical based additives for waste treatment	REGISTERED
1539-0014		CA	744715	TM444005	06/16/95	ENVIRO-MAG	Mineral and chemical based additives for waste treatment	REGISTERED
1539-0015		MX	187039		01/03/94	ENVIRO-MAG		PENDING
1539-0008		US	74/409,825	1,830,971	04/19/94	ENVIRO-MAG	Mineral and chemical based additives for waste treatment	REGISTERED
1539-0010		CA	744714	TM444004	06/16/95	ENVIRO-PHOS	Mineral and chemical based additives for waste treatment	REGISTERED
1539-0011		MX	187037		01/03/94	ENVIRO-PHOS		PENDING
1539-0002		US	74/409,823	1,830,972	04/19/94	ENVIRO-PHOS	Mineral and chemical based additives for waste treatment	REGISTERED

FILE NUMBER	CITY	SERIAL#	REG. DATE	REG. DATE	REG. DATE	TRADENAME	STATUS
1-11116	US	73/627,054	1,466,822			FERT-O-MAG Magnesium oxide - fertilizer grade	REGISTERED
1-11185	US	73/076,121	1,088,421			GRANUSOL & Design Granular soluble plant nutrients for improving plant life and growth	REGISTERED

tm. Minerals tm's by tm

JAN 18 98 10:40AM PREMIER REF KALC/OKLES

TRADEMARK