

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|--------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 11/30/2007 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| SolmeteX, Inc. | | 11/30/2007 | CORPORATION: |
| RECEIVING PARTY DATA | | | |
| Name: | Layne Christensen Company | | |
| Street Address: | 1900 Shawnee Mission Parkway | | |
| City: | Mission Woods | | |
| State/Country: | KANSAS | | |
| Postal Code: | 66205 | | |
| Entity Type: | CORPORATION: | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78913029 | NPRIO | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (508)393-1795 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 508-393-5115 x40 | | |
| Email: | mbunker@solmetex.com | | |
| Correspondent Name: | Milton Bunker | | |
| Address Line 1: | 50 Bearfoot Road | | |
| Address Line 2: | Suite 2 | | |
| Address Line 4: | Northborough, MASSACHUSETTS 01532 | | |
| NAME OF SUBMITTER: | Milton Bunker | | |
| Signature: | /Milton Bunker/ | | |
| Date: | 04/02/2008 | | |

OP \$40.00 78913029

Total Attachments: 8

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AGREEMENT OF SALE

among

LAYNE CHRISTENSEN COMPANY,

SOLMETEX, INC.,

and

THE MAJOR STOCKHOLDERS OF SOLMETEX, INC.

CLOSED: NOVEMBER 30, 2007

INTERNAL MATTERS

ACTION BY WRITTEN CONSENT
OF THE HOLDERS OF A MAJORITY OF THE VOTING STOCK OF
SOLMETEX, INC.

Pursuant to the provisions of Section 228 of the Delaware General Corporation Law, the undersigned, being the holders of a majority of the voting stock of SolmetexX, Inc., a Delaware corporation (the "Corporation"), do hereby approve and adopt the following resolutions by written consent:

AGREEMENT OF SALE

WHEREAS, the Board of Directors of the Corporation have deemed it advisable and in the best interest of the Corporation to enter into an Agreement of Sale (the "Agreement") among the Corporation, Layne Christensen Company, a Delaware corporation ("Buyer") and the stockholders of the Corporation signatory to the Agreement, whereby the Corporation will sell certain of the Corporation's assets, properties and rights of its pollution prevention and water treatment business to the Buyer pursuant to the terms of the Agreement.

NOW, THEREFORE, BE IT

RESOLVED, that the Agreement, be, and it hereby is, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the Agreement, and the execution and delivery of the Agreement by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modification have the approval of such officer or officers;

RESOLVED, that the Bill of Sale (the "Bill of Sale") to be executed by the Corporation in favor of the Buyer, be, and it hereby is, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the Bill of Sale, and the execution and delivery of the Bill of Sale by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modification have the approval of such officer or officers;

RESOLVED, that the Escrow Agreement (the "Escrow Agreement") by and among the Corporation, the Buyer and National City Bank, as the Escrow Agent be, and it hereby is, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the

Corporation, to execute and deliver the Escrow Agreement, and the execution and delivery of the Escrow Agreement by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modification have the approval of such officer or officers;

RESOLVED, that the Intellectual Property Assignment Agreement (the "IP Assignment Agreement") by and between the Corporation and Buyer, be, and it hereby is, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the IP Assignment Agreement, and the execution and delivery of the IP Assignment Agreement by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modifications have the approval of such officer or officers;

RESOLVED, that the Agreements to Terminate Employment and For Payment of Incentive Bonuses (the "Agreements to Terminate Employment and For Payment of Incentive Bonus") by and between the Corporation and each of (i) Owen Boyd; (ii) Nick Mozzicato; (iii) Alfred Dube; and (iv) Ed Morassi, be, and they hereby are, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the Agreements to Terminate Employment and For Payment of Incentive Bonuses, and the execution and delivery of the Agreements to Terminate Employment and For Payment of Incentive Bonuses by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modifications have the approval of such officer or officers;

RESOLVED, that the Transaction Bonus Agreements (the "Transaction Bonus Agreements") by and between the Corporation and each of (i) Jeffrey Fehn; and (ii) William Steeper, be, and they hereby are, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the Transaction Bonus Agreements, and the execution and delivery of the Transaction Bonus Agreements by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modifications have the approval of such officer or officers;

RESOLVED, that the Option Termination Agreements (the "Option Termination Agreements") by and between the Corporation and the individuals listed on Exhibit A hereto, be, and they hereby are, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions

and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the Option Termination Agreements, and the execution and delivery of the Option Termination Agreements by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modifications have the approval of such officer or officers;

RESOLVED, that the Warrant Termination Agreement (the "Warrant Termination Agreements") by and between the Corporation and the individuals listed on Exhibit B hereto, be, and they hereby are, approved in substantially the form presented to the officers of the Corporation, with such corrections, completions and modifications as the officers of the Corporation, or any one of them, may approve, and the officers of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to execute and deliver the Warrant Termination Agreements, and the execution and delivery of the Warrant Termination Agreements by an officer or officers of the Corporation shall be deemed to be conclusive evidence that any such corrections, completions and modifications have the approval of such officer or officers;

RESOLVED, that the officers of the Corporation, or any one of them, be, and they hereby are, authorized to execute and deliver the Agreement, the Bill of Sale, the Assignment Agreement, the Escrow Agreement, the IP Assignment Agreement, the Agreements to Terminate Employment and For Payment of Incentive Bonuses, the Transaction Bonus Agreements, the Option Termination Agreements, the Warrant Termination Agreements, and any and all documents required to be executed or delivered in connection therewith;

PLAN OF LIQUIDATION

RESOLVED, that the Corporation hereby adopts a Plan of Complete Liquidation (the "Plan") pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended,

RESOLVED, that in accordance with the Plan, the officers, directors, and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

- (a) that within thirty (30) days after the date of the adoption of the Plan by the Stockholders of the Corporation, counsel for the Corporation shall file Form 966 Corporate Dissolution or Liquidation with the Internal Revenue Service, together with a certified copy of this resolution;
- (b) that the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to Section 275 of the General Corporation Law of the State of Delaware with the Secretary of State of Delaware;

- (c) that the proper officers and the Corporation shall file all other all other forms and documents required by the State of Delaware, the United States government, and any other governmental authority, including tax returns, as soon as possible after the distribution of the corporate assets;
- (d) that the officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the Stockholders under the Plan adopted.

GENERAL

RESOLVED, that the officers of the Corporation, or any one of them, be, and they hereby are, authorized for and on behalf of the Corporation, to make all such arrangements, and to do and perform all such acts and deeds, and to negotiate, execute and deliver all such other instruments, agreements and documents as they may, in their discretion, deem necessary, advisable or appropriate in order to fully effectuate the purpose of each and all of the foregoing resolutions; and

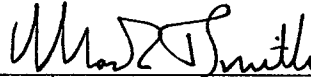
RESOLVED, that any actions taken by the officers or by counsel or other advisors to the Corporation prior to the date of these resolutions that are within the authority conferred hereby are ratified, confirmed and approved as the acts and deeds of the Corporation.

This Consent may be executed in multiple identical counterparts, including facsimiles, all of which when taken together shall constitute a single document.


IN WITNESS WHEREOF, the undersigned, being the holders of a majority of the voting stock of SolmeteX, Inc., have hereunto set their hands as of the dates set forth below.

November 28, 2007

THE R. TEMPLETON SMITH
FOUNDATION

By: 
Name: ~~Vice President Mark Smith~~
Title: Vice President

November 28, 2007


Mark T. Smith

November ____, 2007

FAIRMOUNT INVESTORS, LLP

By: _____
Name: _____
Title: _____

November ____, 2007

PODLES INVESTMENTS

By: _____
Name: _____
Title: _____

November ____, 2007

THE ROCKSIDE FOUNDATION

By: _____
Name: _____
Title: _____

November ____, 2007

MAXIMUM SEPARATION SYSTEMS

By: _____
Name: _____
Title: _____

November ____, 2007

Owen Boyd

FROM

(WED) NOV 28 2007 17:14/ST. 17:13/No. 75177/4998 P 3

IN WITNESS WHEREOF, the undersigned, being the holders of a majority of the voting stock of SolmeteX, Inc., have hereunto set their hands as of the dates set forth below.

November ____, 2007

THE R. TEMPLETON SMITH FOUNDATION

By: _____
Name: _____
Title: _____

November ____, 2007

Mark T. Smith

November ____, 2007

PODLES INVESTMENTS

By: _____
Name: _____
Title: _____

November 28, 2007

THE ROCKSIDE FOUNDATION

By: Michael A. Coan
Name: MICHAEL A. COAN
Title: SECRETARY

November ____, 2007

MAXIMUM SEPARATION SYSTEMS

By: _____
Name: _____
Title: _____

November 30, 2007

Owen Boyd
Owen Boyd

November 30, 2007

Nick Mozzicato
Nick Mozzicato

IN WITNESS WHEREOF, the undersigned, being the holders of a majority of the voting stock of SolmeteX, Inc., have hereunto set their hands as of the dates set forth below.

November ____, 2007

THE R. TEMPLETON SMITH
FOUNDATION

By: _____
Name: _____
Title: _____

November ____, 2007

Mark T. Smith

November ____, 2007

FAIRMOUNT INVESTORS, LLP

By: _____
Name: _____
Title: _____

November ____, 2007

PODLES INVESTMENTS

By: _____
Name: _____
Title: _____

November ____, 2007

THE ROCKSIDE FOUNDATION

By: _____
Name: _____
Title: _____

November 30, 2007

MAXIMUM SEPARATION SYSTEMS

By: Richard Chubb
Name: RICHARD CHUBB
Title: DIRECTOR

November ____, 2007

Owen Boyd