

2/27/02

RECORDATION FORM

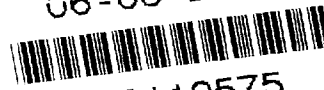
06-05-2002

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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TRADEMARK

2002 FEB 27 PM 3: 26



102112575

To the Honorable Commissioner of Patents and Trademarks: Please record

1. Name of conveying party(ies):
FINANCE SECTION
Honeywell International Inc., a Delaware corporation,
Honeywell Intellectual Properties, Inc., a Arizona
corporation,
Honeywell Advance Composites Inc., a Delaware
corporation, and
Honeywell Power Systems Inc., a Delaware corporation

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other -
- Merger
- Change of Name

Execution Date: December 14, 2001

2. Name and Address of receiving party(ies):
Name: Hybrid Power Generation Systems, LLC
Internal Address: Internal Address 300 Garlington Road
Greenville, SC 29602
Street Address: Street Address
City: City State: State Zip: Zip Country: USA

- Individual(s) Citizenship: U.S.A.
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State Delaware
- Other: Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: Execution Date if new application

A. Trademark Application No.(s)

B. Trademark registration No.(s)

PARALLON Reg. No. 2,381,891 Reg. Date 8/29/2000
PARALLON 75 Reg. No. 2,381,900 Reg. Date 8/29/2000
PARALLON TURBOGENERATOR POWER SYSTEM & DESIGN Reg. No. 2,432,243 Reg. Date 2/7/2001

Additional numbers attached? Yes No

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

Name: Elisabeth A. Evert
Internal Address: Sidley Austin Brown & Wood LLP
Street Address: 717 North Harwood St., Suite 3400
City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 18-1260

03/18/2002 DBYRME 00000177 181260 2381891
01 FC:481 40.00 CH
02 FC:482 50.00 CH

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9. Statement and signature:

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.

Elisabeth A. Evert
Name of Person Signing

Signature

2/27/02

Date

Total number of pages comprising cover sheet 5

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignment
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT OF TRADEMARKS

This Trademark Assignment ("Assignment") is made as of December 14, 2001, by and between Honeywell International Inc., a Delaware corporation, Honeywell Intellectual Properties Inc., an Arizona corporation, Honeywell Advance Composites Inc., a Delaware corporation, and Honeywell Power Systems Inc., a Delaware corporation, (collectively, "Assignor"), and Hybrid Power Generation Systems, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to an Intellectual Property Rights Agreement dated as of November 8, 2001 ("IPRA"), pursuant to which Assignee agreed to purchase certain intellectual property assets of Assignor, and Assignor agreed to transfer, assign, and sell such assets to Assignee;

WHEREAS, Assignor owns all right, title, and interest in the marks listed on Schedule A, which are registered in the United States Patent and Trademark Office, and the marks listed on Schedule B, some of which are registered, or registration has been applied for, in foreign trademark offices (collectively, the "Marks");

WHEREAS, pursuant to the IPRA, Assignor desires to assign, and Assignee desires to acquire, all right, title, and interest in and to the Marks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells, and transfers to Assignee all of Assignor's right, title, and interest in and to the Marks, including without limitation: (a) the good will associated with the Marks, (b) the registrations and applications for registration of the Marks, and (c) the right to sue and collect damages for infringement of the Marks. Assignor agrees that Assignee may record this Assignment with the United States Patent and Trademark Office or any foreign trademark authority.

[remainder of this page intentionally left blank]

HONEYWELL POWER SYSTEMS INC.

By: *[Signature]*

State of: New York)

County of: New York }

On this 17th day of December, 2001, before me appeared Ricardo Navarro, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Honeywell Power Systems Inc. and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01WO5079664
Qualified in Queens County
Commission Expires June 9, ~~1999~~
2003

HYBRID POWER GENERATION SYSTEMS, LLC

By: *[Signature]*

State of: New York)

County of: New York }

On this 17th day of December, 2001, before me appeared Peter DiGregory, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Authorized Signatory of Hybrid Power Generation Systems, LLC, and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

DAVID WOOD
Notary Public, State of New York
No. 01WO5079664
Qualified in Queens County
Commission Expires June 9, ~~1999~~
2003

SCHEDULE A

Marks registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
PARALLON	2,381,891	August 29, 2000
PARALLON 75	2,381,900	August 29, 2000
PARALLON TURBOGENERATOR POWER SYSTEM	2,432,243	February 7, 2001

SCHEDULE B

Marks registered in foreign trademark offices:

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>
PARALLON	Argentina	1.830.308
PARALLON	Australia	796040
PARALLON	China P.R.	1514705
PARALLON	CTM	001210822
PARALLON	South Korea	476876
PARALLON	Mexico	633060
PARALLON	Taiwan	905211
PARALLON	Thailand	TM131881

Pending Marks:

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>
PARALLON	Bangladesh	60313
PARALLON	Brazil	821760530
PARALLON	Canada	1017645
PARALLON	India	859779
PARALLON	Indonesia	D99 12346
PARALLON	Japan	53121/1999
PARALLON 50	Canada	1015434
PARALLON 75	Canada	1015433
PARALLON 80	Canada	1015432