

Form PTO-1594
(Rev. 10/02)
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REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Caldwell Energy & Environmental, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Kentucky

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

2. Name and address of receiving party(ies)
Name: Caldwell Energy, LLC
Internal Address: _____
Address: _____
Street Address: 4020 Tower Road
City: Louisville State: KY Zip: 40219

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Kentucky Limited Liability Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 1, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76/198183

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2612008 & 2523039

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Matthew G. Owen
 Internal Address: 3300 National City Tower

 Street Address: 101 South Fifth Street

 City: Louisville State: KY Zip: 40202

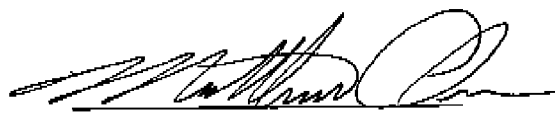
6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0976

DO NOT USE THIS SPACE

9. Signature.
Matthew G. Owen  August 4, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$90.00 600976 76198183

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, dated as of this 1st day of August, 2003, is from Caldwell Energy & Environmental, Inc., a Kentucky corporation, whose address is 4020 Tower Road, Louisville, Kentucky 40219 ("Assignor"), to Caldwell Energy, LLC, a Kentucky limited liability company with a business address of 4020 Tower Road, Louisville, Kentucky 40219 ("Assignee").

WITNESSETH:

WHEREAS, Assignor is in the business of designing, fabricating, manufacturing, marketing, selling and installing various lines of combustion turbine power augmentation systems (the "Business").

WHEREAS, Assignor desires to sell to Assignee and Assignee desires to purchase from Assignor substantially all of the assets used in the operation of the Business on the terms and conditions set forth in the Asset Purchase Agreement, dated August 1, 2003, by and between Assignor and Assignee;

WHEREAS, Assignor has adopted and used, is using and is the owner of the following marks which are registered in the United States Patent and Trademark Office:

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
POWERCHILL	2612008	August 27, 2002
POWERFOG	2523039	December 25, 2001

WHEREAS, Assignee is desirous of acquiring said marks and the registrations thereof;

WHEREAS, Assignor has adopted and used, is using and is the owner of the following mark for which an application is pending in the United States Patent and Trademark Office:

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>FILED</u>
POWERSTOR	76/198,183	January 24, 2001

WHEREAS, Assignee is desirous of acquiring said mark and the application therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all of its right, title and interest in and to said marks identified herein, together with the good will of the business symbolized by said

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 1st day of August, 2003, by Bernard S. Fineman, President of Caldwell Energy, LLC.

My commission expires: May 1, 2007

Christa L. Gentry
NOTARY PUBLIC

LDU:700032.1