

TO: UTC POWER CORPORATION COMPANY: JOSEPH J. CHRISTIAN, ESQ.

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UTC Power Legal

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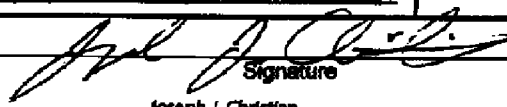
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Form PTO-1594 (Rev. 09-08)  
OMB Collection 0651-0027 (exp. 10/31/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY	
To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.	
<b>1. Name of conveying party(ies):</b>  HydrogenSource LLC  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- State: _____ <input checked="" type="checkbox"/> Other <u>LLC - Delaware</u> Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No  Name: <u>UTC Fuel Cells, LLC</u> Internal Address: <u>MS-601-03</u> Street Address: <u>195 Governor's Hwy</u> City: <u>South Windsor</u> State: <u>CT</u> Country: <u>USA</u> Zip: <u>06074</u>  <input type="checkbox"/> Association      Citizenship _____ <input type="checkbox"/> General Partnership      Citizenship _____ <input type="checkbox"/> Limited Partnership      Citizenship _____ <input type="checkbox"/> Corporation      Citizenship _____ <input checked="" type="checkbox"/> Other <u>LLC</u> Citizenship <u>Delaware</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)
<b>3. Nature of conveyance / Execution Date(s) :</b> Execution Date(s) <u>03/31/2006</u>  <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____	<b>4. Application number(s) or registration number(s) and identification or description of the Trademark.</b> A. Trademark Application No.(s) <u>78067286</u>  B. Trademark Registration No.(s) <u>2659502</u>  Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b> <u>HYDROGENSOURCE</u>	
<b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b> Name: <u>UTC Power Corporation</u> Internal Address: <u>Joseph J. Christian, Esq.</u>  Street Address: <u>195 Governor's Hwy</u>  City: <u>South Windsor</u> State: <u>CT</u> Zip: <u>06074</u> Phone Number: <u>(860) 727-2451</u> Fax Number: <u>(860) 727-2399</u> Email Address: <u>Joseph.Christian@utcpower.com</u>	<b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">1</span>  <b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$</b> <u>40</u>  <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed
<b>8. Payment information:</b>  Deposit Account Number <u>50-1307</u> Authorized User Name <u>Joseph J. Christian</u>	
<b>9. Signature:</b> <div style="text-align: center;">             Signature  <u>Joseph J. Christian</u>            Name of Person Signing         </div> <div style="text-align: right;"> <u>10/7/08</u>            Date         </div> <div style="text-align: right;">           Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span> </div>	

CH \$40.00 501307 78067286

Documents to be recorded (including cover sheet) should be faxed to (871) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1480, Alexandria, VA 22313-1480

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**Assignment Agreement**  
**TRADEMARK / DOMAIN NAME**

THIS ASSIGNMENT AGREEMENT (the "Assignment") is made and entered into this 21<sup>st</sup> day of March, 2006 (the "Effective Date"), by and between HydrogenSource, LLC, a Delaware limited liability company ("the COMPANY" or "Assignor"), and UTC Fuel Cells, LLC, a Delaware limited liability company ("Assignee" or "UTCFC"), with respect to certain trademarks and domain names owned by Company.

**WHEREAS**

1. UTCFC and Shell Hydrogen LLC (f/k/a Shell Oil Products Company LLC d.b.a. Shell Hydrogen (U.S.)), a Delaware limited liability company ("SHELL") entered into a Limited Liability Company Agreement, dated March 28, 2001 (the "LLC Agreement"), whereby UTCFC and SHELL formed the company HydrogenSource LLC on the terms therein provided; and
2. The COMPANY is the owner of the trademark as described in Appendix A attached hereto and incorporated by reference herein (the "Mark"); and
3. The COMPANY is the owner of the web site domain name as described in Appendix A and the corresponding website attached hereto and incorporated by reference herein (the "Domain Name"); and
4. UTCFC and SHELL, being all the members of the COMPANY resolved by unanimous written resolution effective 21<sup>st</sup> June 2004 to dissolve the COMPANY as set forth in the LLC Agreement and the 'Term Sheet' attached to the written resolution; and
5. Assignor desires to assign its rights in the Mark and Domain Name to Assignee, and Assignee desires to accept such assignment.

**NOW, THEREFORE**, in consideration of the mutual promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor and Assignee hereby agree as follows:

1. Assignor hereby assigns, sells and transfers to Assignee all of its rights, title and interest in and to the Mark, including, but not limited to:
  - (i) all registration rights with respect to the Mark,
  - (ii) all common law rights with respect to the Mark,
  - (iii) any and all goodwill related to the Mark, and
  - (iv) all income, royalties, damages or claims relating to the Mark due or payable on or after the date of this Assignment.

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2. Assignor hereby assigns, sells and transfers to Assignee all of its rights, title and interest in and to the Domain Name and its corresponding Website, including, but not limited to all registration rights with respect to the Domain Name.

3. Assignee does hereby accept the assignment of the Mark and Domain Name and in consideration thereof agrees to pay the COMPANY the sum of \$40,000 US within thirty (30) days of the Effective Date.

4. Assignor represents and warrants:

- (i) that Assignor is the exclusive owner of the Mark and Domain Name,
- (ii) that Assignor possesses all rights, title and interest in and to the Mark and Domain Name,
- (iii) that Assignor has the power to enter into this Assignment,
- (iv) that the Mark and Domain Name do not infringe on the rights of any other person or entity, and
- (v) that rights transferred in this Assignment are free of any lien, encumbrance or adverse claim.

5. This Agreement shall be binding upon and shall inure to the benefit of the parties' respective successors and assigns.

6. This Assignment shall be governed by and construed in accordance with the laws of the state of Delaware, USA.

[signatures on next page]

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment Agreement to be executed as of the day and year first above written.

**ASSIGNOR:**

**ASSIGNEE:**

**HYDROGENSOURCE LLC**

**UTC FUEL CELLS LLC**

By: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: Thomas A. McEachin

Printed Name: Michael O. Brown

Title: Co-General Manager

Title: Vice President Business Development  
and General Manager

By: \_\_\_\_\_

Printed Name: Greta F. Baymon

Title: Co-General Manager

TO: UTC POWER CORPORATION COMPANY: JOSEPH J. CHRISTIAN, ESQ.

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**APPENDIX A**

**DESCRIPTION OF TRADEMARK:**

**HYDROGENSOURCE**

**USPTO Registration No. 2659502**

**DESCRIPTION OF DOMAIN NAME:**

**HYDROGENSOURCE.COM**