

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PENTADYNE POWER CORPORATION		06/08/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	LOUDWATER TRUST LIMITED, as agent		
<b>Street Address:</b>	3 Dean Trench Street		
<b>Internal Address:</b>	Little Tufon House		
<b>City:</b>	London		
<b>State/Country:</b>	UNITED KINGDOM		
<b>Postal Code:</b>	SW1P 3HB		
<b>Entity Type:</b>	COMPANY: GUERNSEY		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3328849	PENTADYNE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(412)288-3063		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	412-288-3233		
<b>Email:</b>	ptoipinbox@reedsmith.com		
<b>Correspondent Name:</b>	Jody L. Burtner, Senior Paralegal		
<b>Address Line 1:</b>	P.O. Box 488		
<b>Address Line 2:</b>	Reed Smith LLP		
<b>Address Line 4:</b>	Pittsburgh, PENNSYLVANIA 15230-0488		
<b>ATTORNEY DOCKET NUMBER:</b>	360772.20011.1354NOD		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>			

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**TRADEMARK  
 REEL: 004010 FRAME: 0430**

Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:	Jody L. Burtner
Signature:	/Jody L. Burtner/
Date:	06/24/2009
Total Attachments: 2 source=pentadyneloudwatertmsecuritygrant#page1.tif source=pentadyneloudwatertmsecuritygrant#page2.tif	

**NOTICE OF GRANT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY COLLATERAL**

Please be advised that:

pursuant to that certain Security Agreement dated as of June 8, 2009 (hereinafter referred to as the "Security Agreement"), executed by and between **PENTADYNE POWER CORPORATION**, a Delaware corporation, with an address of 20750 Lassen Street, Chatsworth, CA 91311- 4507 (hereinafter referred to as the "Grantor", as such term is defined in the Security Agreement), in favor of **LOUDWATER TRUST LIMITED**, a company registered in Guernsey, with an address of Little Tufton House, 3 Dean Trench Street, London, SW1P 3HB, as agent on behalf of the holders of the Notes (as such term is defined in the Security Agreement) issued under the Purchase Agreements (as such term is defined in the Security Agreement) (each individually, a "Secured Party" and collectively, the "Secured Parties") (the "Agent"), as such terms are defined in the Security Agreement);

as collateral security for the prompt and complete payment and performance of all of the Grantor's present or future indebtedness, obligations and liabilities to Secured Parties, including, without limitation, such indebtedness, obligations and liabilities under the Notes, the Grantor has agreed to grant a security interest and mortgage to the Agent, on behalf and for the benefit of Secured Parties, as collateral security, in and to the Grantor's entire right, title and interest in, the Intellectual Property Collateral, including the Trademarks (as such terms are defined in the Security Agreement), including but not limited to the Trademarks set forth on Schedule 1 attached hereto, upon the terms and conditions set forth therein.

The Security Interest in the Intellectual Property Collateral can be terminated only in accordance with the terms of the Security Agreement.

**SCHEDULE 1**

**ATTACHED TO AND MADE A PART OF THAT CERTAIN  
NOTICE OF GRANT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

**TRADEMARKS:**

<b>Description</b>	<b>Registration/ Application Number</b>	<b>Registration/ Application Date</b>
"PENTADYNE"	3328849	02/26/07