

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
A123 Systems, Inc.		01/29/2013	CORPORATION:

RECEIVING PARTY DATA

Name:	Wanxiang Clean Energy USA Acquisition LLC
Street Address:	39000 Seven Mile Rd.
City:	Livonia
State/Country:	MICHIGAN
Postal Code:	48152
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	85647690	NANOPHOSPHATE EXT
Registration Number:	3368029	A123
Registration Number:	3368099	A123
Registration Number:	3448278	A123 RACING
Registration Number:	3368030	A123 SYSTEMS
Registration Number:	3680565	ENERLAND
Registration Number:	4020953	HYMOTION
Registration Number:	4020921	HYMOTION
Registration Number:	3368098	
Registration Number:	3905785	NANOPHOSPHATE
Registration Number:	3702159	POWER. SAFETY. LIFE.
Registration Number:	3955573	SGSS

CORRESPONDENCE DATA

Fax Number: 2149813400

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	57586-30030
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	06/18/2013

**Total Attachments: 13**

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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") dated as of January 29, 2013 (the "Effective Date") by and between A123 Systems, Inc., a Delaware corporation ("Assignor"), and Wanxiang Clean Energy USA Acquisition LLC, a Delaware limited liability company ("Assignee").

### WITNESSETH:

WHEREAS Assignor and Assignee and certain other parties have entered into an Asset Purchase Agreement, dated December 11, 2012 (hereinafter the "APA"), pursuant to which Assignor has agreed to sell, and Assignee has agreed to purchase, certain Assets of Assignor, including, without limitation, the trademarks and trademark applications identified and set forth on Schedule A attached hereto (such trademark and trademark applications, the "Assigned Marks"); and

WHEREAS, pursuant to the APA, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, all of its worldwide right, title and interest in and to the Assigned Marks. Terms capitalized but not defined herein shall have the definitions given to them in the APA.

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all of its right, title and interest throughout the world (free and clear of any and all Encumbrances other than Permitted Encumbrances) in and to the Assigned Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of the Marks. Assignor does further consent to the recordation of this Assignment by Assignee with the Commissioner of Patents and Trademarks or other comparable Governmental Authority.

IN WITNESS WHEREOF, Assignor and Assignee have caused this instrument to be executed by their respective duly authorized representative as of the Effective Date.

*Signature Pages Follow.*

**ASSIGNOR:**

**A123 SYSTEMS, INC.**

By: 

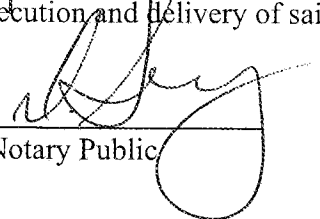
Name: David Prystash

Title: Chief Financial Officer

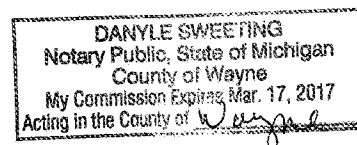
STATE OF MI)

COUNTY OF Wayne ss.:

On this 15 th day of January, 2013, before me, the undersigned, a notary public in and for said state and county, personally appeared David Prystash, personally known to me (or proved to me on the basis of satisfactory evidence), to be the individual who executed the foregoing instrument on behalf of A123 Systems, as the Chief Financial Officer of such company and acknowledged to me that the execution and delivery of said instrument was duly authorized by said company.

  
Notary Public

(Affix Seal Below)



[Signature Page to Assignment of Trademarks]

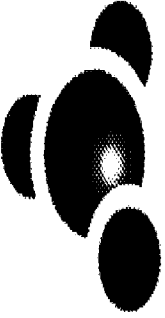

**TRADEMARK**  
**REEL: 005050 FRAME: 0299**



**Schedule A**

Assigned Marks



Pending Applications

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	Canada	1357066	07/25/07	Batteries and energy storage products namely, electrical storage batteries, electrical cells and batteries for use in hybrid, plug-in hybrid and electrical vehicles, cordless power tools, aviation engine and power applications, aerospace engine and power applications, electrical power system transmission power sources, and electrical power system frequency regulation and ancillary services	Declaration of Use filed and Registration fees paid – awaiting news of registration
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	China Madrid Protocol	933520	07/23/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Under examination
<b>NANOPHOSPHATE EXT</b>	United States	85/647690	06/08/12	Batteries; energy storage products, namely, electrical storage batteries, electrical cells [ITU] in Class 9	Awaiting examination

**Issued Registrations**




<b><u>Mark</u></b>	<b><u>Country</u></b>	<b><u>Regis. No.</u></b>	<b><u>Regis. Date</u></b>	<b><u>Goods or Services</u></b>	<b><u>Status</u></b>
A123	Canada	742473	06/23/09	Batteries and energy storage products namely, electrical storage batteries, electrical cells and batteries for use in hybrid, plug-in hybrid and electrical vehicles, cordless power tools, aviation applications, aerospace applications, transmission power sources, frequency regulation and back-up power applications	Renewal due 06/23/24
A123	China Madrid Protocol	931336	07/23/07	Batteries; energy storage products in Class 9	Renewal due under Madrid Protocol 07/23/17
A123	European Community Madrid Protocol	931336	07/23/07	Batteries; energy storage products in Class 9	Renewal due under Madrid Protocol 07/23/17
A123	Korea Madrid Protocol	931336	07/23/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due under Madrid Protocol 07/23/17
A123	Madrid Protocol China European Community South Korea	931336	07/23/07	Batteries; energy storage products, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due 07/23/17
A123	Taiwan	1332642	10/16/08	Batteries; energy storage products, namely electrical storage batteries, electrical cells and batteries in Class 9	Renewal due 10/15/18
A123	United States	3368029	01/15/08	Batteries; energy storage products, namely electrical storage batteries, electrical cells and batteries [03/00/03] in Class 9	Section 8 Affidavit due 01/15/14







<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
<b>A123 and design</b> 	United States	3368099	01/15/08	Batteries; energy storage products, electrical storage batteries, electrical cells and batteries [03/00/03] in Class 9	Section 8 Affidavit due 01/15/14  Registration amended by removing gradient from design
<b>A123 SYSTEMS and design</b> 	Japan	5287584	12/11/09	Batteries; electrical storage batteries; electrical cells and batteries in Class 9	Renewal due 12/11/19
<b>A123 RACING</b>	United States	3448278	06/17/08	Batteries; energy storage products, namely, electrical storage batteries, electrical cells [07/21/06] in Class 9	Section 8 Affidavit due 06/17/14
<b>A123 SYSTEMS</b>	United States	3368030	01/15/08	Batteries; energy storage products, electrical storage batteries, electrical cells and batteries [03/00/03] in Class 9	Section 8 Affidavit due 01/15/14
<b>ENERLAND</b>	United States	3680565	09/08/09	Batteries; energy storage products, namely, electrical storage batteries [01/15/08] in Class 9	Section 8 affidavit due 09/08/15

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
HYMOTION	Canada	682653	02/28/07	Automotive parts, components and assemblies  Designing and manufacturing automotive parts, components and assemblies for others	Renewal due 02/28/22  Assignment recorded from 2080418 Ontario Inc. to A123 Systems, Inc.
HYMOTION	United States	4020953	09/06/11	Battery pack, namely module primarily comprising battery, battery management system for monitoring and managing the condition of the battery pack comprising circuits, safety sensors for detecting the operating condition of the battery pack, and manual interlock to interrupt the current flow out of the battery pack; battery pack, namely module primarily comprising battery, battery management system for monitoring and managing the condition of the battery pack comprising circuits, safety sensors for detecting the operating condition of the battery pack, manual interlock to interrupt the current flow out of the battery pack and power electronics for charging the battery pack and for boosting the battery pack voltage [11/07/05] in Class 9	Section 8 Affidavit due 09/06/17

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
HYMOTION	United States	4020921	09/06/11	<p>Land vehicles, namely hybrid automobiles and structural parts therefor, hybrid buses and structural parts therefor, hybrid motorcycles and structural parts therefor, hybrid trucks and structural parts therefor, hybrid vans and structural parts therefore, hybrid all-terrain vehicles, hybrid automatic guided vehicles, hybrid cars, hybrid go carts, hybrid motorized golf carts, hybrid ground effect vehicles, hybrid motorized scooters, hybrid snowmobiles, hybrid space vehicles in general and van conversions; hybrid land vehicle parts, components and assemblies, namely aerodynamic fairings, bodies, bumpers, fenders, chassis, seat cushions, sunroofs, axles, brakes, clutches, diesel engines, drive belts, gears, drive gears, engines, motors, shock absorbers, spoilers, tires, transmissions and wheels [07/21/05] in Class 12</p> <p>Custom manufacture of hybrid land vehicles, namely hybrid automobiles, hybrid buses, hybrid carts, hybrid motorcycles, hybrid trucks and hybrid vans as well as parts, components and assemblies therefore [07/21/05] in Class 40</p> <p>Design for others of hybrid land vehicles, namely hybrid automobiles, hybrid buses, hybrid cars, hybrid motorcycles, hybrid trucks and hybrid vans as well as parts, components and assemblies therefor [07/21/05] in Class 42</p>	<p>Section 8 Affidavit due 09/06/17</p> <p>Assignment recorded from 2080418 Ontario Inc. to A123 Systems, Inc.</p>

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	European Community Madrid Protocol	933520	07/23/07	Batteries; energy storage products, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due under Madrid Protocol 07/23/17
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	Japan Madrid Protocol	933520	07/23/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due under Madrid Protocol 07/23/17
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	Korea Madrid Protocol	933520	07/23/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due under Madrid Protocol 07/23/17

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	Madrid Protocol China European Community Japan Korea Russia	933520	07/23/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due 07/23/17
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	Russia Madrid Protocol	933520	07/23/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due under Madrid Protocol 07/23/17
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	Taiwan	1309693	05/01/08	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries in Class 9	Renewal due 05/01/18

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
<b>MISCELLANEOUS DESIGN</b> (molecule logo) 	United States	3368098	01/15/08	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries [03/00/03] in Class 9	Section 8 Affidavit due 01/15/14  Registration amended by removing gradient from design
<b>NANOPHOSPHATE</b>	Canada	797126	05/10/11	Batteries; energy storage products, namely, electrical storage batteries, electrical cells and batteries for use in hybrid, plug-in hybrid and electrical vehicles; electrical power system transmission power sources	Renewal due 05/10/26
<b>NANOPHOSPHATE</b>	China Madrid Protocol	941097	10/17/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells in Class 9	Renewal due under Madrid Protocol 10/17/17
<b>NANOPHOSPHATE</b>	European Community Madrid Protocol	941097	10/17/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells in Class 9	Renewal due under Madrid Protocol 10/17/17
<b>NANOPHOSPHATE</b>	Japan Madrid Protocol	941097	10/17/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells in Class 9	Renewal due under Madrid Protocol 10/17/17
<b>NANOPHOSPHATE</b>	Korea Madrid Protocol	941097	04/22/10	Batteries; energy storage products, namely, electrical storage batteries, electrical cells in Class 9	Renewal due under Madrid Protocol 10/17/17

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
NANOPHOSPHATE	Madrid Protocol China European Community Japan Korea	941097	10/17/07	Batteries; energy storage products, namely, electrical storage batteries, electrical cells in Class 9	Renewal due 10/17/17
NANOPHOSPHATE	United States	3905785	01/11/11	Batteries; energy storage products, namely, electrical storage batteries, electrical cells [04/00/08] in Class 9	Section 8 Affidavit due 01/11/17

POWER.SAFETY.LIFE.	United States	3702159	10/27/09	Batteries; energy storage products, namely, electrical storage batteries, electrical cells [ITU] in Class 9	Section 8 Affidavit due 10/27/15
SGSS	United States	3955573	05/03/11	Electric power grid stabilization system comprising power cells, temperature control and management elements, inverters and computer operating programs and hardware for use in operating the aforementioned system [03/26/10] in Class 9	Section 8 Affidavit due 05/03/17