

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM382178

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Note and Warrant Conversion Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Peninsula Technology Ventures, L.P.		04/27/2016	Limited Partnership: DELAWARE
Peninsula Venture Principals, L.P.		04/27/2016	Limited Partnership: DELAWARE
Alsop Louie Capital 1, L.P.		04/27/2016	Limited Partnership: DELAWARE
Singtel Innov8 Pte. Ltd.		04/27/2016	Corporation: SINGAPORE
TWB Investment Partnership II, LP		04/27/2016	Limited Partnership: DELAWARE
the Board of Trustees of the Leland Stanford Junior University (Daper I)		04/27/2016	Corporation:
Lawrence B. Low		04/27/2016	INDIVIDUAL:
John Seely Brown		04/27/2016	INDIVIDUAL:
Jeannie Shin		04/27/2016	INDIVIDUAL:
Orrick Investments 2010, LLC		04/27/2016	Limited Liability Company: DELAWARE
Orrick Investments 2011, LLC		04/27/2016	Limited Liability Company: DELAWARE
Ta-Hui Ty Wang		04/27/2016	INDIVIDUAL:

**RECEIVING PARTY DATA**

<b>Name:</b>	Net Power & Light, Inc.
<b>Street Address:</b>	1169 Gorgas Avenue
<b>Internal Address:</b>	Suite A
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94129
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4517975	NET POWER & LIGHT
<b>Registration Number:</b>	4511039	NET POWER & LIGHT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4514963	NET POWER & LIGHT
Registration Number:	4597437	NET POWER & LIGHT
Registration Number:	4505605	NPL SPIN
Registration Number:	4505606	NPL SPIN
Registration Number:	4518377	SPIN
Registration Number:	4518378	SPIN
Registration Number:	4526334	SPIN
Registration Number:	4530187	SPIN
Registration Number:	4515046	
Registration Number:	4515047	
Registration Number:	4649560	
Registration Number:	4656558	
Registration Number:	4502070	TOGETHERTV
Registration Number:	4502071	YOU AND YOUR WORLD TURNED ON
Registration Number:	4502085	HAVE FUN TOGETHER

**CORRESPONDENCE DATA**

**Fax Number:** 9495676710

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

**Phone:** 9495676700

**Email:** ipprosecution@orrick.com

**Correspondent Name:** Orrick, Herrington & Sutcliffe LLP

**Address Line 1:** 2050 Main Street Suite 1100

**Address Line 4:** Irvine, CALIFORNIA 92614

<b>ATTORNEY DOCKET NUMBER:</b>	23239.7
<b>NAME OF SUBMITTER:</b>	Daniel Lopez
<b>SIGNATURE:</b>	/Daniel Lopez/
<b>DATE SIGNED:</b>	04/28/2016

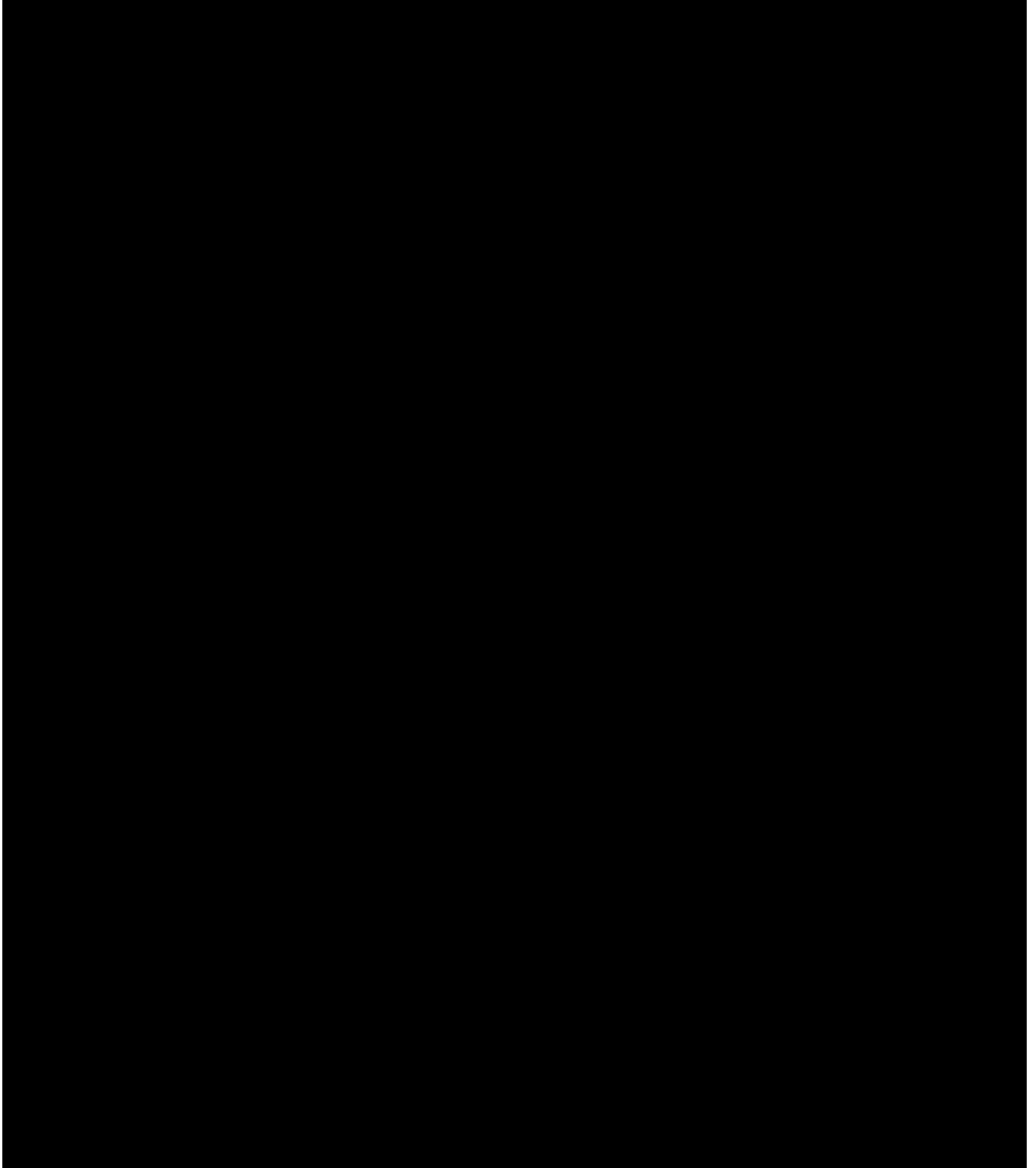
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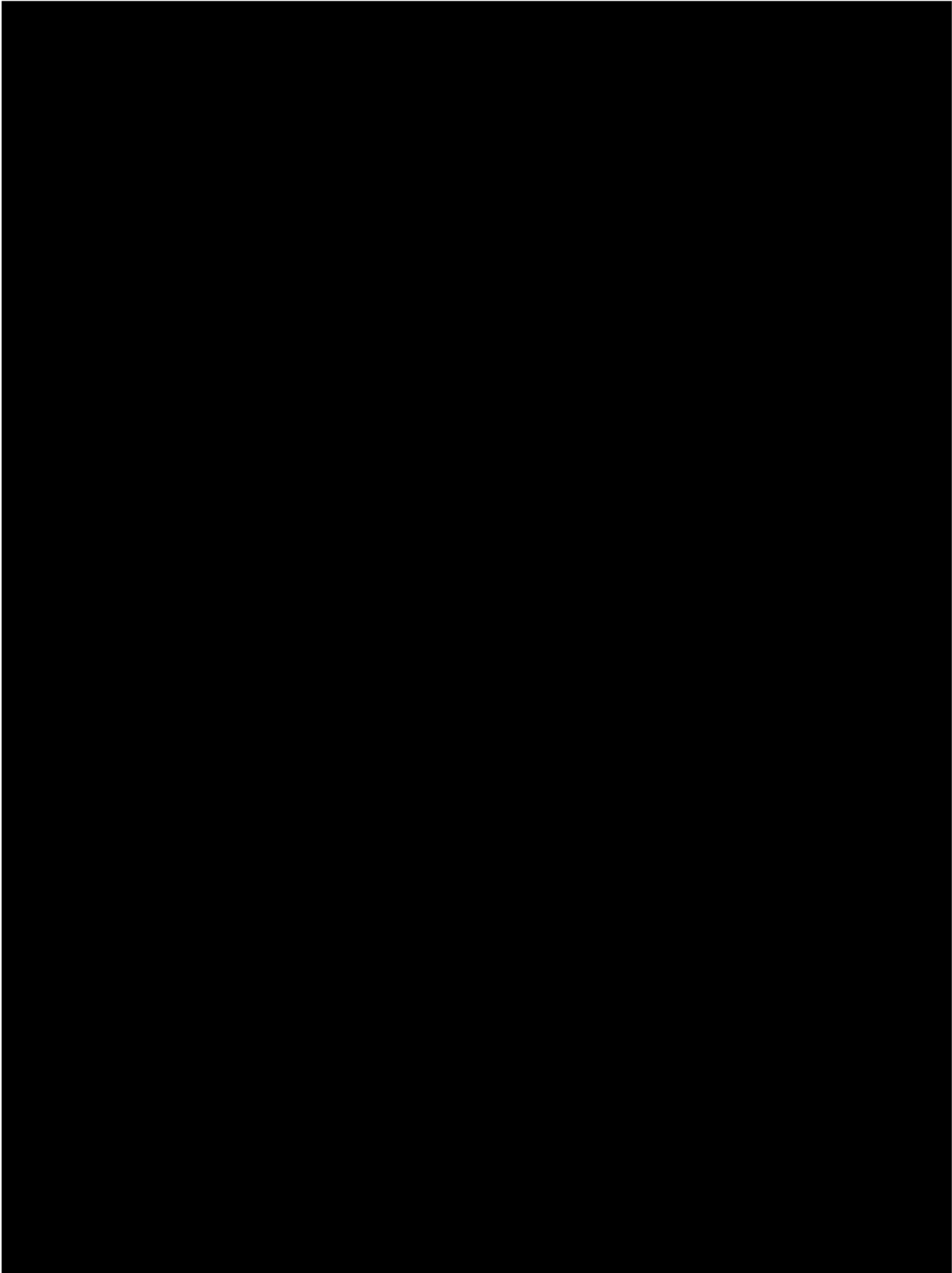
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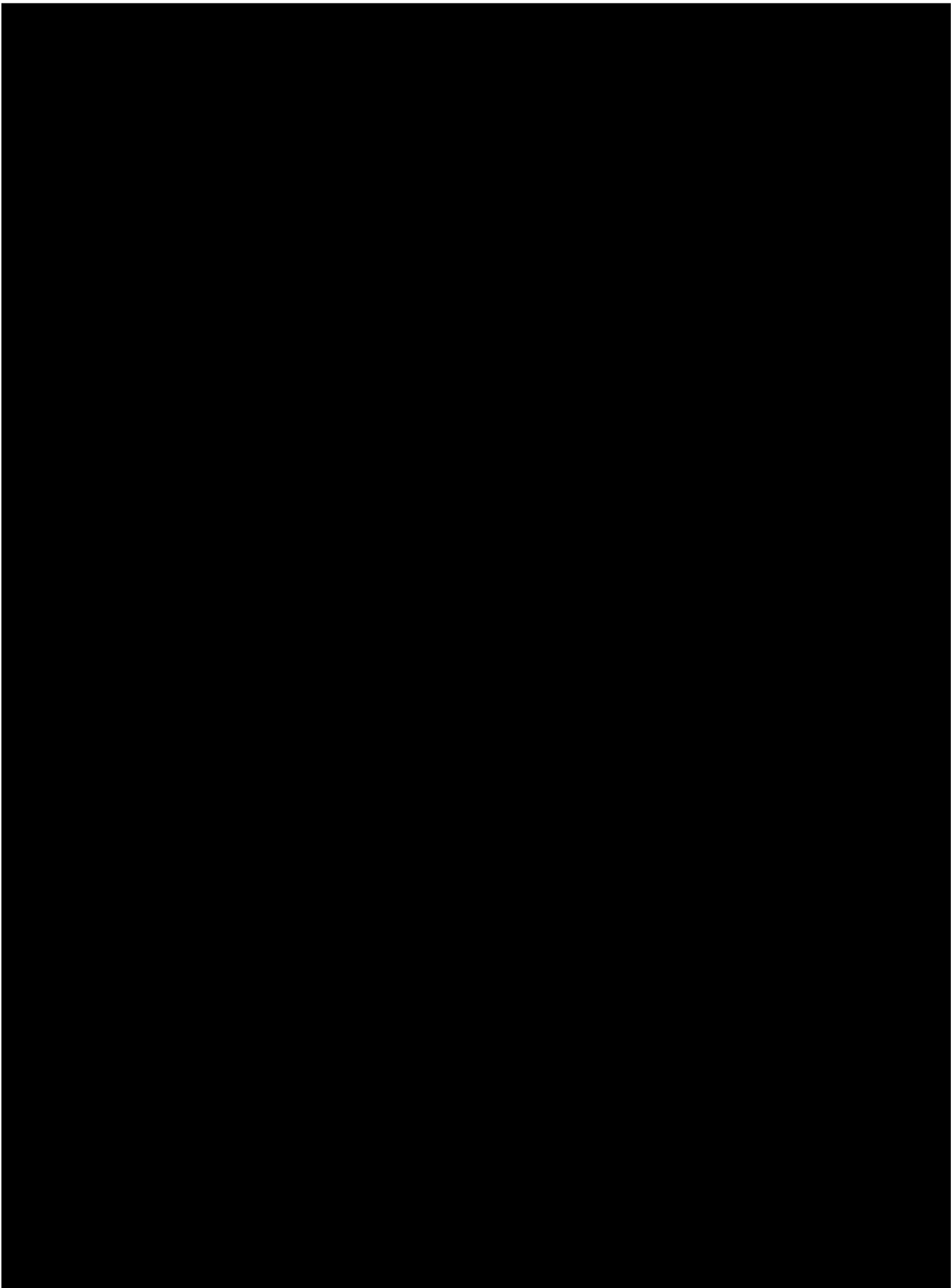
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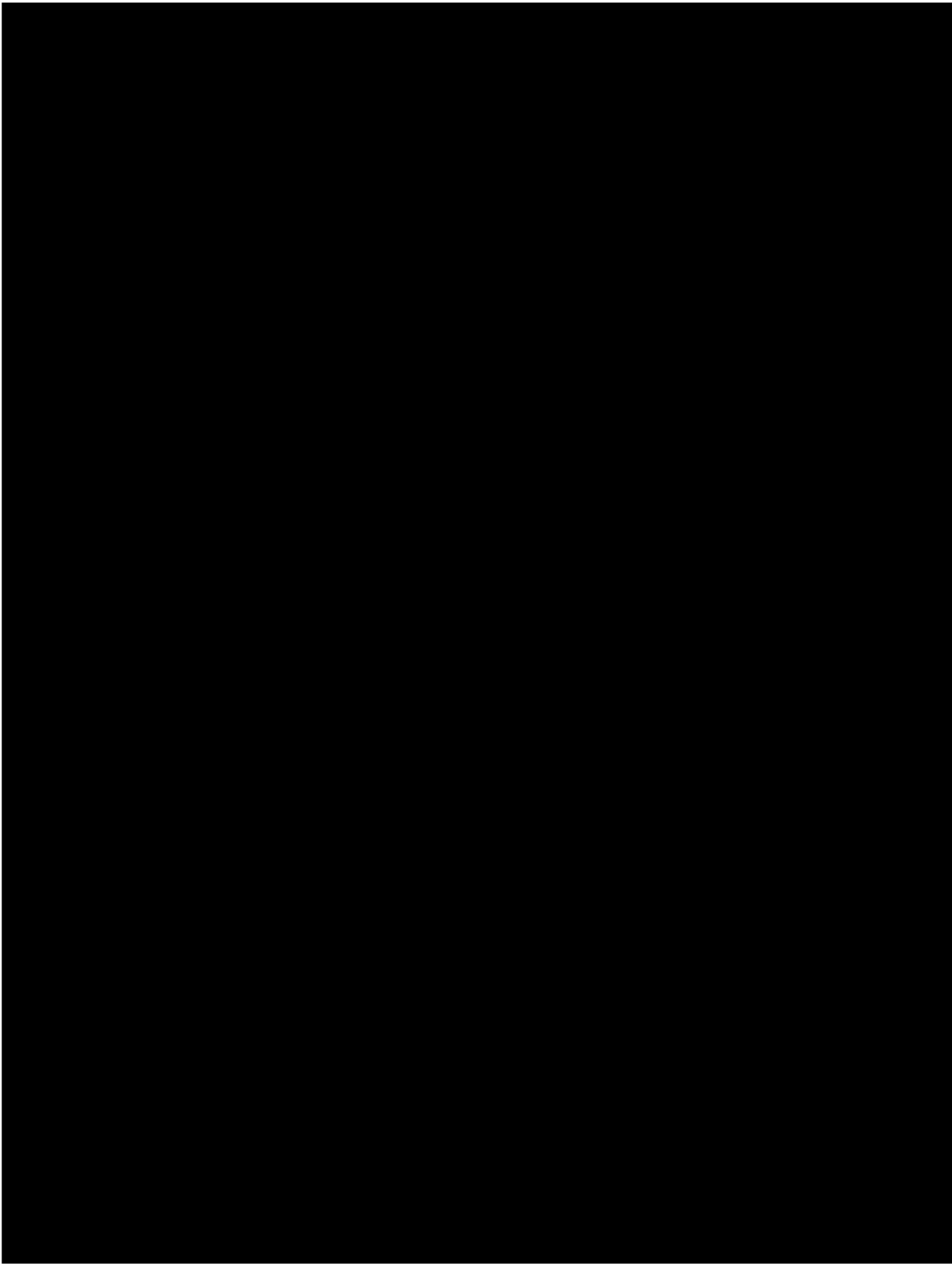
## NOTE AND WARRANT CONVERSION AGREEMENT

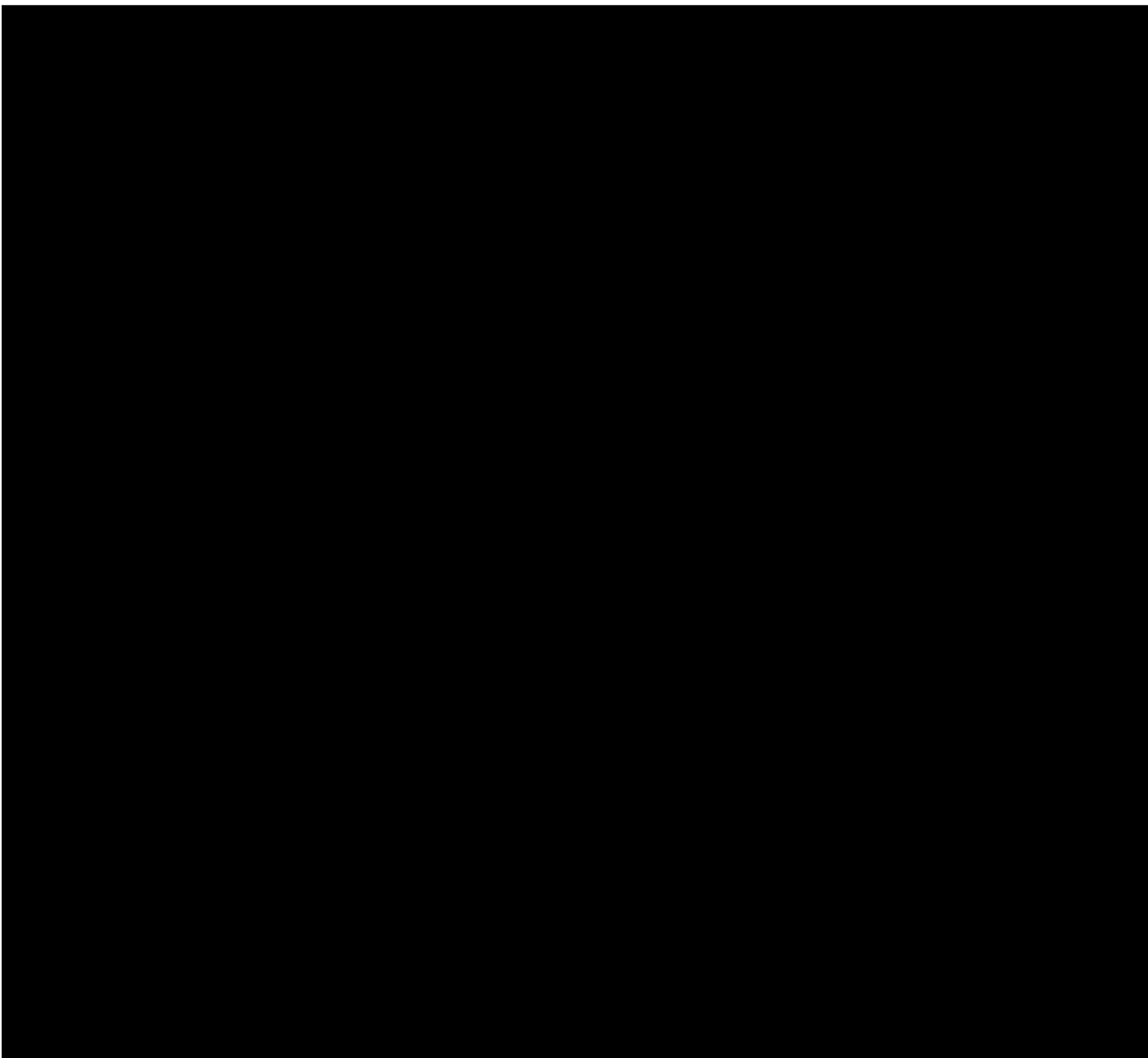
This Note and Warrant Conversion Agreement (this "Agreement") is made and entered into as of April 27, 2016 by and among Net Power & Light, Inc., a Delaware corporation (the "Company"), and the undersigned holders of the convertible promissory notes and warrants of the Company (the "Holdings").











3. Termination of Security Interest. Upon receipt by the Holders of the Conversion Shares, (a) the Company shall have no further obligations to the Holders under the Notes, the Purchase Agreements, the Amended and Restated Intellectual Property Security Agreement dated as of February 19, 2016 by and among the Company, the Holders and the other holders party thereto (the “IP Security Agreement”) and the Amended and Restated Security Agreement dated as of February 19, 2016 by and among the Company, the Holders and the other holders party thereto (such agreement, together with the IP Security Agreement, collectively, the “Security Agreements”), (b) the Holders shall be deemed to have automatically released all of its liens on and security interests in any and all collateral granted by the Company connection with the Notes, the Purchase Agreements and the Security Agreements, as applicable, including any and all Collateral (as defined in the Security Agreements), (c) the Holders shall be automatically deemed to be removed as Secured Parties (as defined in the Security Agreements) under the Security Agreements with no further action by the Company, the Holders or any other person and (d) the Company shall be authorized to file any UCC-3 termination statements necessary to evidence termination of the Holders’ security interest in the Collateral and statements, releases and or other necessary documents or instruments with all appropriate jurisdictions or governmental authorities to



terminate and release any liens that the Holders may have on the assets of the Company with respect to the Notes.

4. Entire Agreement. The Notes, as amended by this Agreement, contains the sole and entire understanding of the parties with respect to the subject matter hereof and supersedes all prior negotiations, commitments, agreements and understandings heretofore had among any of them with respect thereto.

5. Counterparts. This Agreement may be executed in more than one counterparts, each of which shall be deemed to be an original and which, together, shall constitute one and the same instrument. Any such counterpart may contain one or more signature pages. This Agreement may be executed by facsimile or electronic signatures.

6. Governing Law. This Agreement will be governed by and construed and enforced in accordance with the Laws of the State of Delaware without regard to principles of conflicts of Law.

[Signature Pages Follow]



The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*


\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

Peninsula Technology Ventures, L.P.  
\_\_\_\_\_  
Name of Entity (Please Print)

  
\_\_\_\_\_  
Signature

By: Greg Ennis

Title: Managing Director

[Signature Page to Note and Warrant Conversion Agreement]

The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

**Peninsula Venture Principals, L.P.**  
\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

By: Greg Ennis

Title: Managing Director

[Signature Page to Note and Warrant Conversion Agreement]

The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

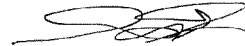
**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

**Alsop Louie Capital 1, L.P.**  
\_\_\_\_\_

Name of Entity (Please Print)

By: ALSOP LOUIE PARTNERS 1, L.L.C., its  
General Partner



\_\_\_\_\_  
Signature

Stewart Alsop

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

Partner

Title: \_\_\_\_\_

[Signature Page to Note and Warrant Conversion Agreement]

**TRADEMARK**

**REEL: 005779 FRAME: 0108**

The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

SingTel Innov8 Pte. Ltd  
\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

By: Edgar Hardless

Title: Director

[Signature Page to Note and Warrant Conversion Agreement]

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**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

TWB Investment Partnership II, LP  
\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

By: Robert E. Gillos

Title: Assistant Managing Director

NOTE AND WARRANT CONVERSION AGREEMENT

**TRADEMARK**

**REEL: 005779 FRAME: 0110**

The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

**The Board of Trustees of the Leland Stanford Junior University (DAFER I)**

\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

By: Sabrina Liang  
Director, School and Department Funds

Title: \_\_\_\_\_

NOTE AND WARRANT CONVERSION AGREEMENT

**TRADEMARK**

**REEL: 005779 FRAME: 0111**



The parties have executed this Agreement as of the date first written above.

HOLDERS:

INDIVIDUAL:

*If you are an individual, print your name and sign below.*

Lawrence B. Law  
Name of Individual (Please Print)

Lawrence B. Law  
Signature

ENTITY:

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

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

Title: \_\_\_\_\_

NOTE AND WARRANT CONVERSION AGREEMENT

TRADEMARK

REEL: 005779 FRAME: 0112

The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

John Seely Brown

\_\_\_\_\_  
Name of Individual (Please Print)

*John Seely Brown*

\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

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

Title: \_\_\_\_\_

NOTE AND WARRANT CONVERSION AGREEMENT

**TRADEMARK**

**REEL: 005779 FRAME: 0113**

The parties have executed this Agreement as of the date first written above.

HOLDERS:

INDIVIDUAL:

*If you are an individual, print your name and sign below.*

Jeannie Shin  
Name of Individual (Please Print)

JLS  
Signature

ENTITY:

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

\_\_\_\_\_  
Name of Entity (Please Print)

\_\_\_\_\_  
Signature

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

Title: \_\_\_\_\_

NOTE AND WARRANT CONVERSION AGREEMENT

TRADEMARK

REEL: 005779 FRAME: 0114

The parties have executed this Agreement as of the date first written above.

HOLDERS:

INDIVIDUAL:

*If you are an individual, print your name and sign below.*

\_\_\_\_\_  
Name of Individual (Please Print)

\_\_\_\_\_  
Signature

ENTITY:

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

ORLIK INVESTMENTS 2011 LLC  
ORLIK INVESTMENTS 2010 LLC  
Name of Entity (Please Print)

  
\_\_\_\_\_  
Signature

By: Peter L. Herans

Title: Chair, Investment Comm

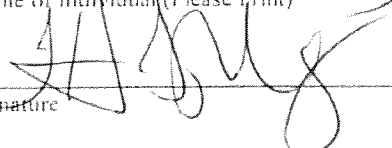
NOTE AND WARRANT CONVERSION AGREEMENT

The parties have executed this Agreement as of the date first written above.

**HOLDERS:**

**INDIVIDUAL:**

*If you are an individual, print your name and sign below.*

Ta-Hui Ty Wang  
\_\_\_\_\_  
Name of Individual (Please Print)  
  
\_\_\_\_\_  
Signature

**ENTITY:**

*If you are signing on behalf of an entity, please print the name of the entity, and sign below indicating your name and your title*

\_\_\_\_\_  
Name of Entity (Please Print)  
\_\_\_\_\_  
Signature  
By: \_\_\_\_\_  
Title: \_\_\_\_\_

NOTE AND WARRANT CONVERSION AGREEMENT

