

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM383842

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	Note and Warrant Conversion Agreement		
RESUBMIT DOCUMENT ID:	900362417		
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	Trustee: UNITED STATES
Lawrence B. Low		04/27/2016	INDIVIDUAL: UNITED STATES
John Seely Brown		04/27/2016	INDIVIDUAL:
RECEIVING PARTY DATA			
Name:	Net Power & Light, Inc.		
Street Address:	1169 Gorgas Avenue		
Internal Address:	Suite A		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94129		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	4517975	NET POWER & LIGHT	
Registration Number:	4511039	NET POWER & LIGHT	
Registration Number:	4514963	NET POWER & LIGHT	
Registration Number:	4597437	NET POWER & LIGHT	
Registration Number:	4684953	NET POWER & LIGHT	
Registration Number:	4505605	NPL SPIN	

TRADEMARK

Property Type	Number	Word Mark
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:	4716720	
Registration Number:	4515047	
Registration Number:	4649560	
Registration Number:	4656558	
Serial Number:	77931967	NET POWER & LIGHT
Serial Number:	85162148	NPL SPIN
Serial Number:	85791020	SPIN
Serial Number:	85791026	

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

ATTORNEY DOCKET NUMBER: 23239.7

NAME OF SUBMITTER: Daniel Lopez

SIGNATURE: /Daniel Lopez/

DATE SIGNED: 05/10/2016

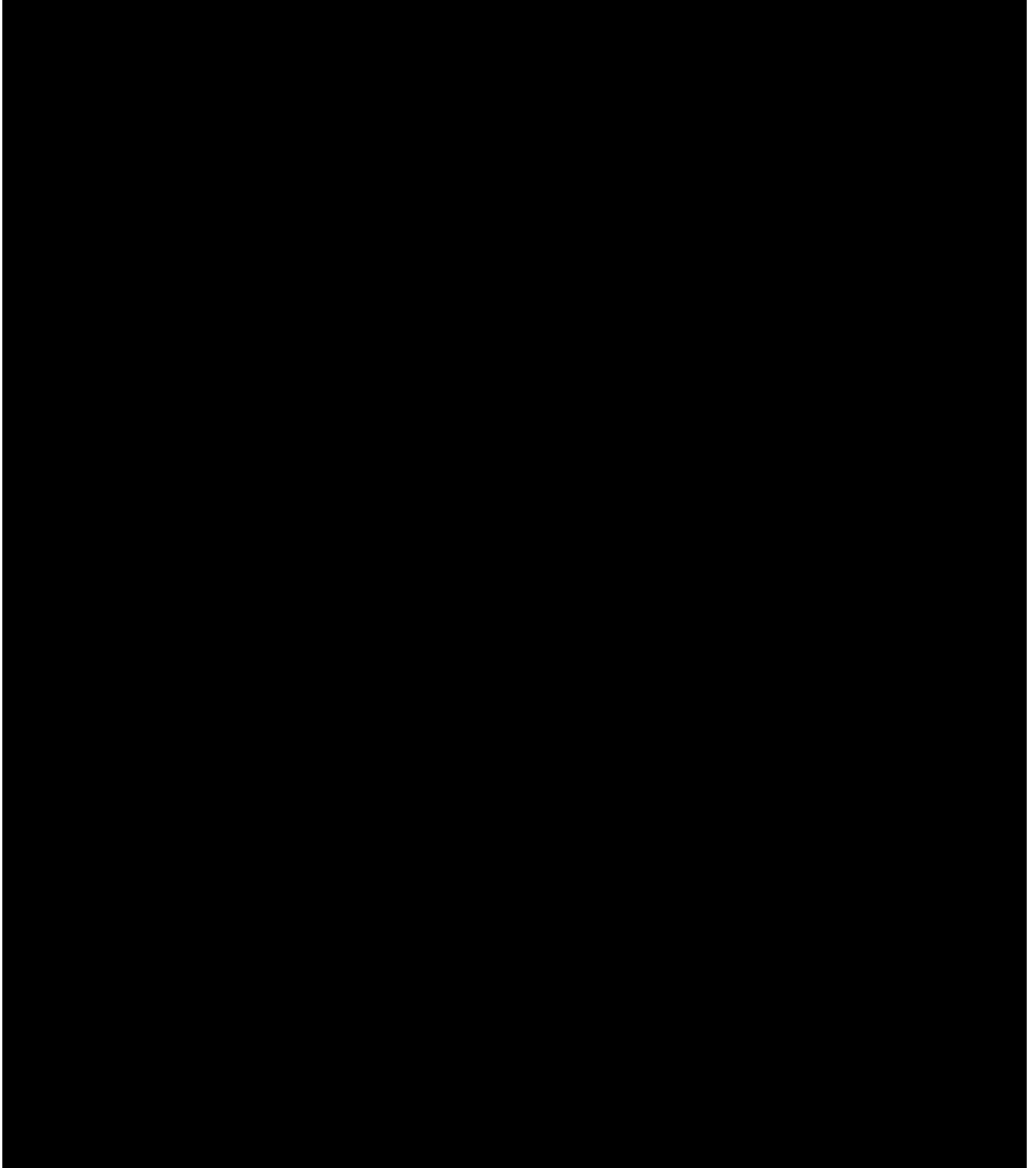
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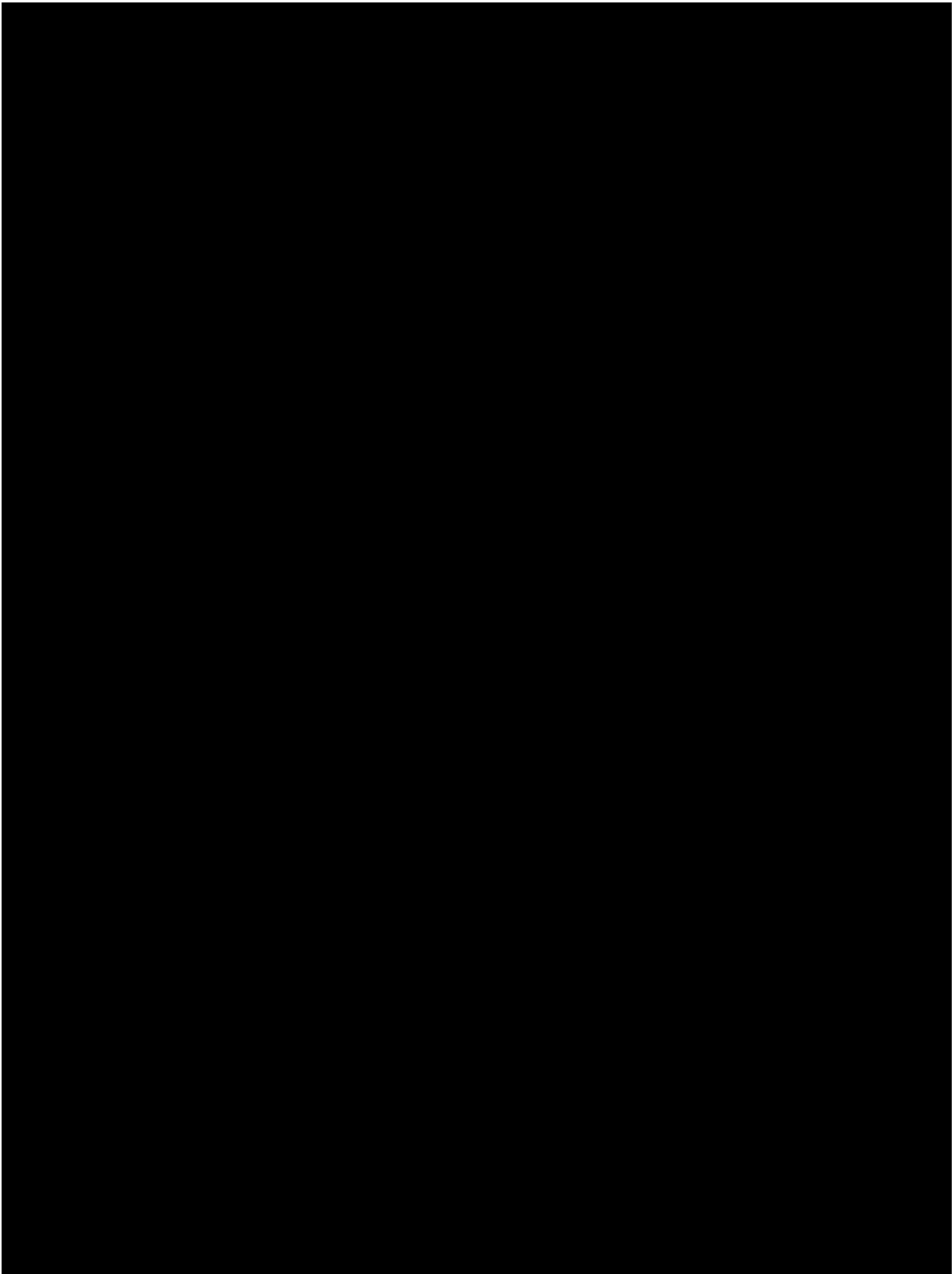
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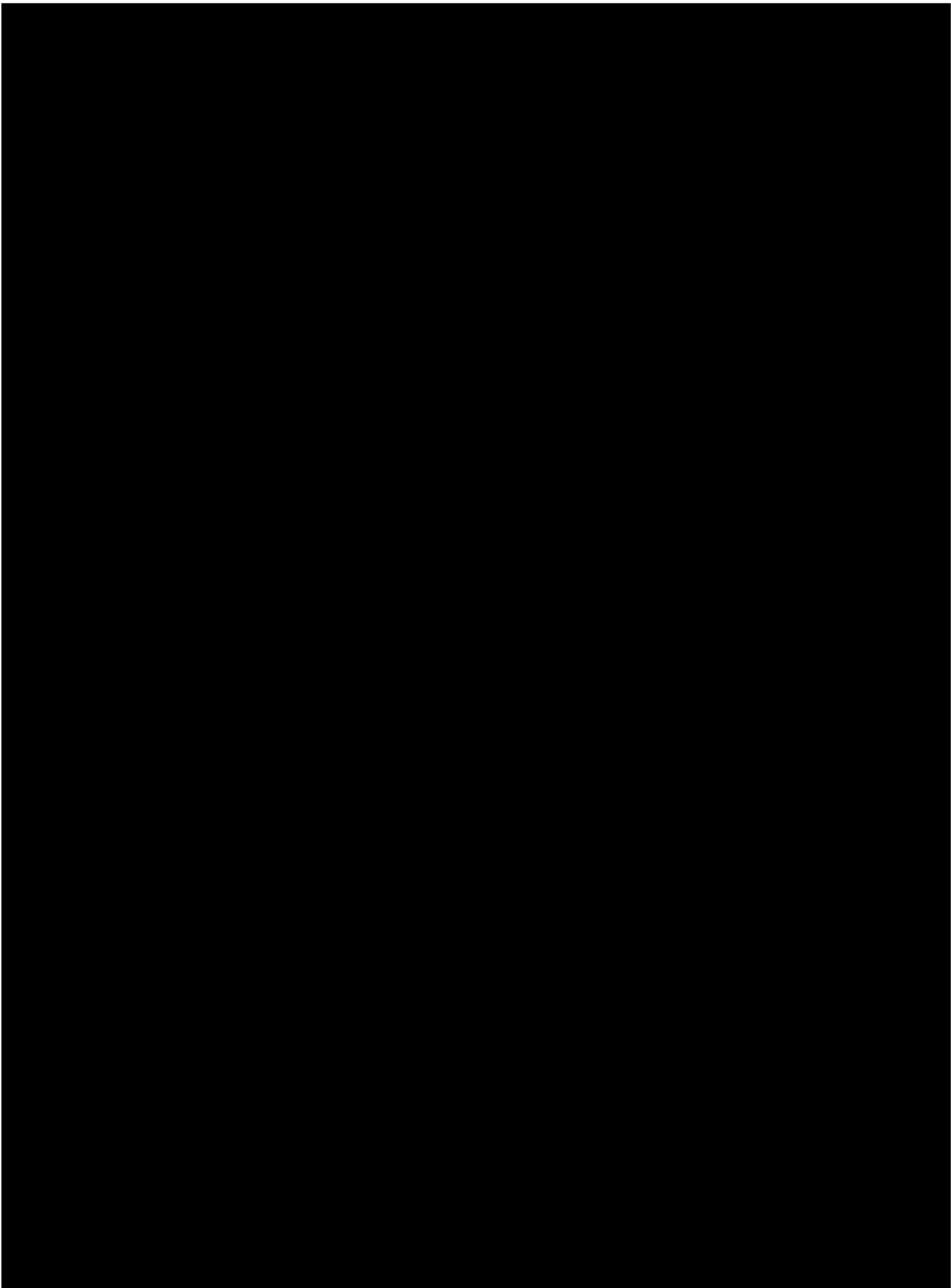
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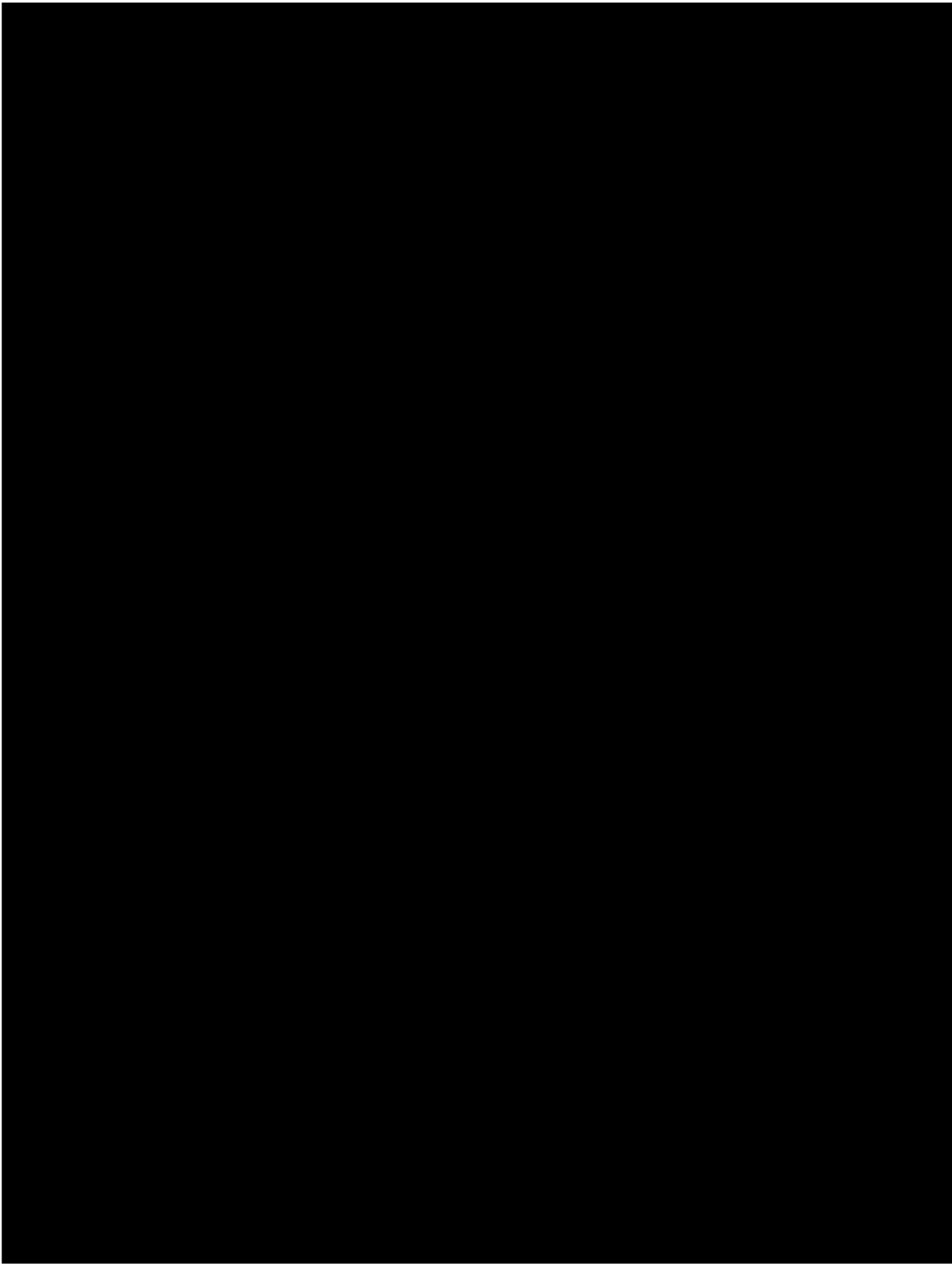
NOTE AND WARRANT CONVERSION AGREEMENT

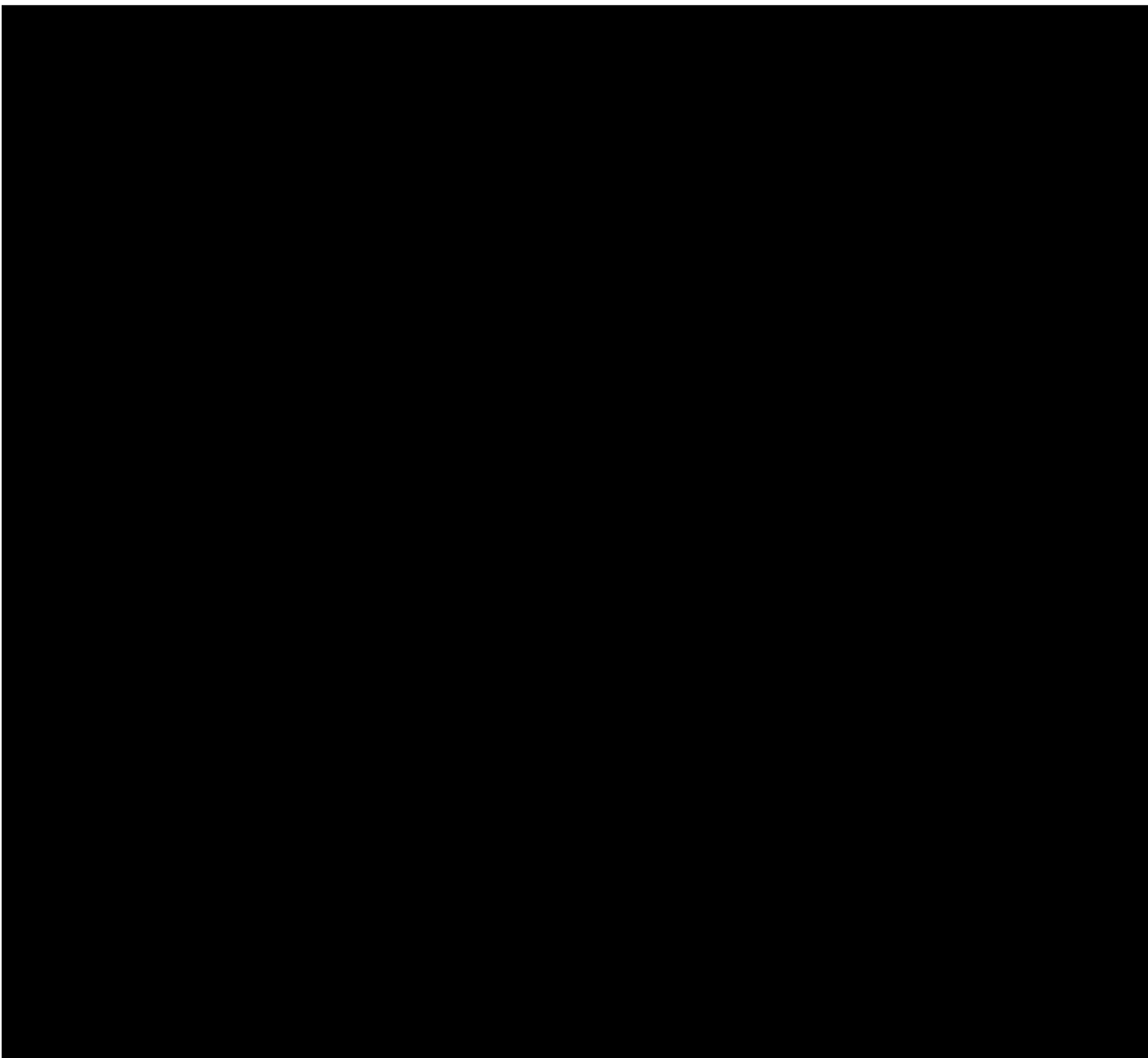
This Note and Warrant Conversion Agreement (this "Agreement") is made and entered into as of April 27, 2016 by and among Net Power & Light, Inc., a Delaware corporation (the "Company"), and the undersigned holders of the convertible promissory notes and warrants of the Company (the "Holdings").











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.

THE COMPANY:

NET POWER & LIGHT, INC.

By: *TE*
Name: *THOMAS ENGDALL*
Title: *PRESIDENT / CEO*

NOTE AND WARRANT CONVERSION AGREEMENT

TRADEMARK

REEL: 005787 FRAME: 0964

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

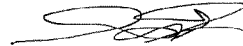
ENTITY:

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: 005787 FRAME: 0967

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]

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

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: 005787 FRAME: 0969

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: 005787 FRAME: 0970

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: 005787 FRAME: 0971

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: 005787 FRAME: 0972

