

**PATENT ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT
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<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Gencell Corporation	05/02/2006

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Connecticut Innovations, Incorporated
<b>Street Address:</b>	200 Corporate Place, 3rd Floor
<b>City:</b>	Rocky Hill
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06067

<b>PROPERTY NUMBERS Total: 16</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	10762948
Application Number:	10310351
Application Number:	10358736
Application Number:	10716185
Application Number:	10755772
Application Number:	10345073
Application Number:	10808684
Application Number:	11354207
Application Number:	11361684
Patent Number:	6383677
Patent Number:	6855447
Patent Number:	6602626
Patent Number:	6670069
Patent Number:	6777126
Patent Number:	6772617

**CH \$640.00 10762948**

Patent Number:

6844102

**CORRESPONDENCE DATA**

Fax Number: (203)399-5800

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 2033995920

Email: jsimmons@mccarter.com

Correspondent Name: Basam E. Nabulsi

Address Line 1: 695 East Main Street

Address Line 4: Stamford, CONNECTICUT 06901-2138

ATTORNEY DOCKET NUMBER:

100971.00001

NAME OF SUBMITTER:

Basam E. Nabulsi

**Total Attachments: 5**

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**COLLATERAL ASSIGNMENT**

This **COLLATERAL ASSIGNMENT** (this "Assignment") is made effective this 2<sup>nd</sup> day of May 2006 (the "Effective Date"), by and between **GENCELL CORPORATION**, a Connecticut corporation, having a place of business at 1432 Old Waterbury Road, Southbury, Connecticut 06488 (the "Company"), and **CONNECTICUT INNOVATIONS, INCORPORATED**, a quasi-public Connecticut corporation having a place of business at 200 Corporate Place, 3rd Floor, Rocky Hill, Connecticut 06067 ("CI").

**THE BACKGROUND** of this Agreement is that the Company and CI have entered into that certain Collateral Assignment and Grant of License (the "Master Assignment") in connection with the delivery of a Senior Secured Convertible Promissory Note that CI and the Company may refinance pursuant to further financing arrangements, the obligation for the repayment of which would be evidenced by another Senior Secured Convertible Promissory Note (as to either Senior Secured Convertible Promissory Note, the "Note"). The Master Assignment requires, as security for the performance of the Company's Obligations (including payment of the Note), that the Company make an assignment of, and grant a security interest in, the Listed Rights of the Company, in the manner more fully set forth in the Master Assignment. This Assignment is filed on the Assigned Patents, as defined below. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Master Assignment.

**NOW, THEREFORE**, in consideration of the premises and covenants herein contained, the parties agree as follows:

1. Definition. The term "Assigned Patents" means and includes all U.S. Patents and U.S. Patent Applications as set forth on **Schedule A** attached hereto and incorporated herein, and any continuations or divisions thereof and any patents issued therefrom, including reissued patents, and all Related Rights associated with the Assigned Patents.
2. Assignment. The Company hereby assigns and transfers to CI, its successors and assigns, the entire right, title and interest in the Assigned Patents, subject to all of the terms and conditions contained in the Master Assignment and this Assignment, and the pre-existing liens, encumbrances and security interests of others in such Assigned Patents as indicated by the shaded areas on **Schedule A**.
3. Term of Assignment. This Assignment shall continue for the life of each Assigned Patent assigned hereunder; *provided, however*, that upon the full and final satisfaction by the Company of the payment obligations on the Note, CI has agreed to terminate its rights under the Master Assignment and this Assignment, and to reassign the Assigned Patents and all Related Rights to the Company.

[Remainder of page intentionally blank; signatures follow.]

IN WITNESS WHEREOF, the parties have hereunto set their hands to this Assignment the date and year first above written.

Witnesses:

GENCELL CORPORATION

Catherine M. Spuris

By: Randolph M. Bernard

President

[Signature]

STATE OF CONNECTICUT)

) ss: Southbury

COUNTY OF NEW HAVEN)

On this the 2nd day of May 2006, before me, Craig A. Paige, the undersigned Notary Public, an officer, personally appeared Randolph M. Bernard, who acknowledged himself to be the president and officer of GENCELL CORPORATION, a corporation organized under the laws of the State of Connecticut, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

[Signature]  
Notary Public  
My Commission Expires: \_\_\_\_\_

CRAIG A. PAIGE  
Notary Public, State of Connecticut  
Commission Expires Nov. 30, 2009

**Schedule A**

**Assigned Patents**

*[See attachment.]*

**GENCELL CORPORATION**

**U.S. Patent Portfolio**  
**Updated through 05.01.06**

**TITLE, SERIAL NUMBER, ISSUE/FILE DATE**

U.S. Patent titled "Fuel Cell Current Collector" Patent Number 6,383,677 issued 5/7/02

U.S. Continuation Patent titled "Fuel Cell Current Collector" filed 2/4/02, Patent Number 6,855,447

U.S. Patent titled "Fuel Cell With Internal Thermally Integrated Autothermal Reformer", Patent Number 6,602,626 Issued 08/05/03

Provisional Patent Application filed 02/16/00

U.S. Patent titled "Fuel Cell Stack Assembly" Patent Number 6,670,069 issued 12/30/03

Provisional Patent Application filed 03/17/00

U.S. Patent titled "Fuel Cell Bipolar Separator Plate and Current Collector Assembly and Method of Manufacture" Patent Number 6,777,126 issued 08/17/04

Provisional Patent Applications filed 11/16/99, 03/07/00, 10/24/00

Divisional patent Application serial number 10/762,948 filed 1/22/2004

U.S. Patent titled "Method and Apparatus for In-Situ Leveling of Progressively Formed Sheet Metal", Patent Number 6,772,617 issued 8/10/2004

Provisional Patent Application titled "Polymer Coated Metallic Separator Plate and Method of Assembly" filed 12/5/01

U.S. Application Number 60/337,610

Non-Provisional Patent Application titled "Polymer Coated Metallic Bipolar Separator Plate and Method of Assembly" filed 12/05/02

U.S. Application Number 10/310,351

Provisional Patent Application titled "Silane Coated Metallic Fuel Cell Components & Method of Manufacture" filed 2/5/02

U.S. Application number 10/358,736

Non-Provisional Patent Application titled "Silane Coated Metallic Fuel Cell Components & Method of Manufacture" filed 2/5/03

U.S. Application Number 10/358,736

Non-Provisional Patent Application titled "Aqueous Based Electrolyte Slurry for MCFC and Method of Use" filed 2/27/02

U.S. Application Number 10/083,856

**GENCELL CORPORATION**

**U.S. Patent Portfolio**  
**Updated through 05.01.06**

**TITLE, SERIAL NUMBER, ISSUE/FILE DATE**

Provisional Patent Application titled "Bipolar Plate w/Two-Pass Anode", filed 11/18/02

U.S. Application Number 60/427,095

Non-provisional Patent Application titled "Bipolar Plate With Two-Pass Anode" filed 11/18/03

U.S. Application Number 10/716,185

Provisional Patent Application titled "Fuel Cell End Plate Manifold", filed 1/12/03.

U.S. Application Number 60/439,156

Non-Provisional Patent Application titled "Fuel Cell End Plate Manifold" filed 1/10/04

U.S. Application Number 10/755,772

Non-Provisional Patent Application titled "Aqueous Electrode Binder and Electrodes and Fuel Cells Including Same", filed 1/16/03

U.S. Patent Application Number 10/345,073

Provisional Patent Application titled "Method and Apparatus for Addition of Molten Carbonate Electrolyte to an Operating Molten Carbonate Fuel Cell", filed 4/14/03

U.S. Application Number 60/462,645

Non-Provisional Patent Application titled "Apparatus and Method for Addition of Electrolyte to Fuel Cells", filed 03/25/04

U.S. Application Number 10,808,684

Provisional Patent Application titled "Fuel Cell Stack Compression Assembly", filed 2/14/03

U.S. Application Number 60/452,924

Non-Provisional Patent Application titled "Fuel Cell Stack Compression Assembly" filed 2/14/03

U.S. Patent Application Number 10/334,207

Provisional Patent Application titled "Method and Apparatus for Dielectric Isolation of Fuel Cells", filed 2/24/03

U.S. Application Number 60/445,099

Non-Provisional Patent Application titled "Method and Apparatus for Dielectric Isolation of Fuel Cells", filed 2/24/03

U.S. Patent Application Number 11/991,664

YELLOW DENOTES CL&P SUPPORTED TECHNICAL AND COMMERCIAL DATA FROM PO # 02160928

BLUE DENOTES CL&P SUPPORTED TECHNICAL AND COMMERCIAL DATA FROM PO # 02178644

PURPLE DENOTES CL&P SUPPORTED TECHNICAL AND COMMERCIAL DATA FROM PO # 02199889