

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Frank Wegner Donnelly	08/16/2007
James E. Maier	08/21/2007
RECEIVING PARTY DATA	
Name:	Railpower Technologies Corp.
Street Address:	9955 de Catania Avenue
Internal Address:	Suite 105,
City:	Brossard, Quebec
State/Country:	CANADA
Postal Code:	J4Z 3V5
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11200881
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ATTORNEY DOCKET NUMBER:	R296 0058/BMG
NAME OF SUBMITTER:	Bruce M. Green
Total Attachments: 3 source=R9260058_Page_1#page1.tif	

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ASSIGNMENT OF INVENTIONS AND RELATED PATENT RIGHTS

WHEREAS:

Frank Wegner DONNELLY
1875 McEwen Place
North Vancouver, British Columbia
Canada V7J 3P8

James E. MAIER
4380 Blue Grouse Road
Duncan, British Columbia
Canada V9L 6M3

(collectively, the "Assignors"), whose full post office addresses are set out above, are the inventors of certain inventions or improvements (the "Inventions") described and/or claimed in the U.S. patent application Nos. 60/600,300 filed 9 August, 2004; 60/607,194 filed 3 September, 2004 and 60/616,173 filed 4 October, 2004 and Patent Cooperation Treaty Application No. PCT/US2005/028314 filed 9 August, 2005, entitled **LOCOMOTIVE POWER TRAIN ARCHITECTURE**, ("the Applications");

AND WHEREAS, **Railpower Technologies Corp.**, (the "Assignee") whose full post office address is 9955 de Catania Avenue, Suite 105, Brossard, Quebec, Canada J4Z 3V5, wishes to own the entire worldwide right, title and interest in and to the Inventions, the Applications, and all patents which may be granted on or as a result thereof in all countries;

In consideration of ONE (\$1.00) DOLLAR and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignors, do hereby, both jointly and severally, sell, assign, transfer and set over to the Assignee the entire worldwide right, title and interest in and to:

- the Inventions;
- the Applications;
- all continuations, divisions, renewals of or substitutes for the Applications;
- the right to file counterparts to the Applications in all countries and regions;
- the right to claim priority from the Applications in all countries and regions;
- all patents which may be granted on or as a result thereof; and
- any reissue or reissues of such patents;

the same to be held and enjoyed by the Assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which such patents respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by the Assignors, had this assignment, sale and transfer not been made.

The Assignors hereby covenant that they have full right to convey the entire interest herein assigned; and have not executed and will not execute any agreement to transfer any rights in the Inventions and/or the Applications to anyone other than the Assignee or that is otherwise in conflict herewith.

The Assignors promise that they shall:

- each time a request is made and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to the Inventions, the Applications, and the patents in the Assignee, its successors, assigns, nominees or legal representatives;
- communicate to the Assignee, or its nominees, all known facts respecting the Inventions, the Applications and said patents;

- testify in any legal proceedings;
- sign all lawful papers;
- execute all disclaimers and divisional, continuing, reissue and foreign applications;
- make all rightful oaths; and
- generally to do everything possible to aid the Assignee, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit, proper patent protection for the Inventions in all countries;

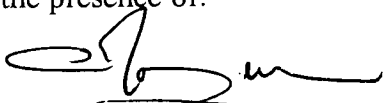
all at the expense, however, of the Assignee or its successors, assigns, nominees or legal representatives.

Each of the Assignors hereby irrevocably designates and appoints the Assignee and its duly authorized officers and agents, and their successors, as its agents and attorneys-in-fact, to act on the Assignors' behalf and instead of the Assignors, to execute and file applications to patent the Inventions in all countries, and to do all other proper lawfully-permitted acts to further the assignment, prosecution and issuance of patents for the Inventions with the same legal force and effect as if executed by the Assignors. This power of attorney shall be deemed coupled with an interest and is irrevocable.

The Assignors hereby authorize and request any official of any country or countries whose duty it is to issue patents on applications to issue to the Assignee, its successors, assigns, nominees or legal representatives all patents for the Inventions in accordance with the terms of this Assignment.

EXECUTED at North Vancouver, B.C., Canada this 16 day of
(city) (province/state) (country) (date)
August, 2007.
(month)


SIGNED, SEALED & DELIVERED
 by **Frank Wegner Donnelly**
 in the presence of:


 Signature of Witness

C. NOELLE ROZARIO
 Print Witness's Name

1017 SADDLE ST.
COQUITLAM BC
V3C 3W2
 Print Witness's Address

LEGAL ASSISTANT
 Print Witness's Occupation


 Frank Wegner DONNELLY

EXECUTED at North Vancouver, B.C., Canada this 21 day of
August, 2007.
(city) (province/state) (country) (date)
(month)

SIGNED, SEALED & DELIVERED
 by **James E. Maier** in the presence of



Signature of Witness

Frank Donnelly

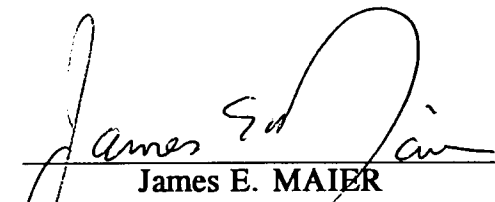
Print Witness's Name

1875 McEwen Pl
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Consultant

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James E. MAIER