

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Ryan J. Balliet	12/19/2006
Carl A. Reiser	12/21/2006
Timothy W. Patterson	12/21/2006
<b>RECEIVING PARTY DATA</b>	
Name:	UTC Power Corporation
Street Address:	195 Governor's Highway
City:	South Windsor
State/Country:	CONNECTICUT
Postal Code:	06074
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	12516398
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(248)988-8363
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2489888360
Email:	lupton@cgolaw.com
Correspondent Name:	Benjamin J. Coon
Address Line 1:	400 W. Maple, Suite 350
Address Line 2:	Carlson, Gaskey & Olds, PC
Address Line 4:	Birmingham, MICHIGAN 48009
ATTORNEY DOCKET NUMBER:	PA0000765US;67124-047PUS1
NAME OF SUBMITTER:	Benjamin J. Coon
Total Attachments: 16 source=executedassignment#page1.tif	

CH \$40.00 12516398

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**PATENT**  
**REEL: 022737 FRAME: 0671**

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ASSIGNMENT

WHEREAS, We, Ryan J. Balliet residing at 2719 Harrison street, Apartment 2, Oakland, CA 94612; Carl A. Reiser, residing at 25 Orchard St., #19, Stonington, CT 06378; and Timothy W. Patterson, residing at 38 Comstock Place, East Hartford, CT 06108 have invented certain improvements in

**CONTROLLING AN AMOUNT OF LIQUID WITHIN A FUEL CELL**

identified as Attorney Docket No. 67,124-047PCT, and described in an international patent application under the Patent Cooperation Treaty, as further identified hereinbelow, and

WHEREAS, UTC FUEL CELLS, LLC, of South Windsor, CT, a limited liability company of the State of Delaware, United States of America, (assignee) is desirous of acquiring the entire worldwide right, title and interest in and to said invention or inventions and any and all Patents, utility models, design patents or other industrial property rights to be obtained therefor;

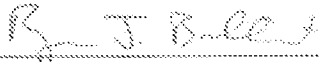
NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by the undersigned, the undersigned do(es) hereby sell, assign, transfer and set over unto said assignee, its successors and assigns, to the extent owned or assignable by the undersigned, all right, title and interest in and to said invention or inventions, as described in the aforesaid patent application, in any form or embodiment thereof, and in and to the aforesaid application; and in and to any application filed in any country or other authority based thereon, including the right to file said applications under the provisions of the Paris Convention for the Protection of Industrial Property; also the entire right, title and interest in and to any and all patents or reissues or extensions thereof to be obtained in any country upon said invention or inventions and any divisional, continuation, continuation-in-part or substitute applications which may be filed upon said invention or inventions in any country or other authority; and the undersigned hereby authorize(s) and request(s) the issuing authority to issue any and all patents on said application or applications to said assignee or its successors and assigns.

The undersigned further agree(s), without any further payment or compensation by said assignee or its successors and assigns, to communicate to said assignee, its representatives or agents or its successors and assigns, any facts relating to said invention or inventions including evidence for interference purposes or for other legal proceedings whenever requested; testify in any interference or other legal proceedings, whenever requested; execute and deliver, on request, all lawful papers required to make any of the foregoing provisions effective; and generally do everything possible to aid said assignee, its successors or assigns and nominees to obtain and enforce proper patent protection for said invention or inventions in any country.

The undersigned hereby authorize(s) the assignee to insert the application number and filing date of the above-noted international patent application into the following spaces, when known:

Int'l. Application No. PCT/US2006/062530 Int'l. Filing Date: December 22, 2006

IN TESTIMONY WHEREOF, the undersigned has(have) hereunto set his(their) hand(s) and seal(s) on the date after his(their) signature(s).

  
Ryan J. Balliet

Date: Dec. 19, 2006

Witnessed

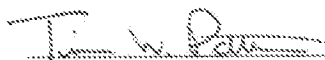
Witnessed

  
Carl A. Reiser

Date: 12/21/06

Witnessed

Witnessed

  
Timothy W. Patterson

Date: 12/21/2006

Witnessed

Witnessed

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Alameda

ss.

On 12.19.2006

before me,

Raymond Kim, Notary Public

Name and Title of Officer (e.g., "John Doe, Notary Public")

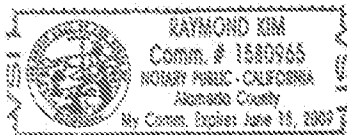
personally appeared

Ryan J. Balliet

Name(s) of Signer(s)

☐ personally known to me

☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

[Signature]

Signature of Notary Public

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

### Description of Attached Document

Title or Type of Document: ASSIGNMENT - Docket No. 67124-047967

Document Date: Dec. 19, 2006

Number of Pages: two

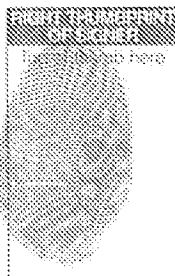
Signer(s) Other Than Named Above: Carl A. Reiser and Timothy W. Patterson

### Capacity(ies) Claimed by Signer(s)

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_



Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_



State of Connecticut)

ss:

County of Hartford )

On this 21<sup>st</sup> day of December, 2006 before me personally appeared TIMOTHY W. PATTERSON personally known, and known to me to be the person who signed the foregoing assignment, and acknowledged the signing of same as his free act and deed.

  
Notary Public

SEAL

My Commission Expires: 2/28/07

**MARY FORCIER**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES 2/28/2007

State of Connecticut)

ss:

County of Hartford )

On this 21<sup>st</sup> day of December, 2006 before me personally appeared CARL A. REISER personally known, and known to me to be the person who signed the foregoing assignment, and acknowledged the signing of same as his free act and deed.



Notary Public

My Commission Expires: 2/28/07

SEAL

MARY FORCIER

NOTARY PUBLIC

MY COMMISSION EXPIRES FEB. 28, 2007

PATENT

REEL: 022737 FRAME: 0677

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "UTC FUEL CELLS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "UTC FUEL CELLS, LLC" TO "UTC POWER CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2888666 8100V  
061177662



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5315644

DATE: 12-28-06

PATENT  
REEL: 022737 FRAME: 0678



# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "UTC POWER CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2888666 8100V

061177662



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315644

DATE: 12-28-06

PATENT  
REEL: 022737 FRAME: 0679

FROM CT WILMINGTON - TEAM 6  
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:56 PM 12/21/2006  
FILED 06:56 PM 12/21/2006  
SRV 061177662 - 2888666 FILE

(THU) 12:28:06 15:43 ST. 15:42 NO. 4862777918 2

**CERTIFICATE OF CONVERSION**  
**OF**  
**A LIMITED LIABILITY COMPANY TO A CORPORATION**

(UTC Fuel Cells, LLC, a Delaware limited liability company, to  
UTC Power Corporation, a Delaware corporation)

Under Section 265 of the Delaware General Corporation Law and Section 18-216 of the Delaware Limited Liability Company Act:

It is hereby certified that:

1. The entity, a limited liability company organized under the laws of the State of Delaware, was formed on or about APRIL 24 1998.
2. The name of the entity immediately prior to the filing of this Certificate of Conversion is "UTC Fuel Cells, LLC."
3. The name of the corporation as set forth in its Certificate of Incorporation filed concurrently with this Certificate of Conversion in the office of the Secretary of State of Delaware is "UTC Power Corporation."
4. This Certificate of Conversion shall become effective at 12:02 a.m. on January 1, 2007.

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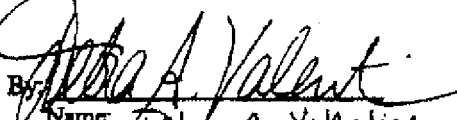
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IN WITNESS WHEREOF, the undersigned has executed this Certificate this 21<sup>st</sup> day of December, 2006.

UTC FUEL CELLS, LLC

United Technologies Corporation,

Its Sole Member

By:   
Name: Debra A. Valentine  
Authorized Person

FROM CT WILMINGTON - TEAM 6  
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:56 PM 12/21/2006  
FILED 06:56 PM 12/21/2006  
SRV 061177662 - 2888666 FILE

(THU) 12. 20. 06 15:43 ET 15:42 NO. 4863777918 I 4

**CERTIFICATE OF INCORPORATION**  
**OF**  
**UTC POWER CORPORATION**

The undersigned incorporator hereby forms a corporation (the "Corporation") by the conversion to a corporation of UTC Fuel Cells, LLC under the Delaware General Corporation Law, as amended from time to time (the "General Corporation Law").

**FIRST:** The name of the Corporation is:

UTC Power Corporation

**SECOND:** The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**FOURTH:** The number of shares of stock which the Corporation shall have authority to issue is TWENTY THOUSAND (20,000) shares of Common Stock, \$0.01 par value per share.

**FIFTH:** The name and address of the incorporator is:

James O'Connor  
195 Governor's Highway  
South Windsor, CT 06074

**SIXTH:** The board of directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

**SEVENTH:** Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

**EIGHTH:** No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that to the extent required from time to time by applicable law, this Article EIGHTH shall not eliminate or limit the liability of a director, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article EIGHTH shall apply to or

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have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**NINTH:** 1. The Corporation shall, to the fullest extent permitted by the General Corporation Law, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, limited liability company or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an indemnified person in connection with such action, suit or proceeding and any appeal therefrom.

2. The Corporation shall not indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the board of directors of the Corporation.

3. Expenses incurred by a director or officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation as authorized by the General Corporation Law.

4. The indemnification rights provided in this Article shall inure to the benefit of the heirs, executors and administrators of the director or officer. No amendment to or repeal of this Article NINTH shall apply to or have any effect on any right or protection of any director or officer occurring prior to the effective date of such amendment or repeal. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of shareholders or disinterested directors or otherwise.

**TENTH:** The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred are granted subject to this reservation.

**ELEVENTH:** This Certificate shall be effective at 12:02 a.m. on January 1, 2007.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his or her act and deed and that the facts stated therein are true.

Dated at South Windsor, Connecticut, this 21st day of December, 2006.

  
James O'Connor  
Sole Incorporator

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"UTC POWER, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "UTC FUEL CELLS, LLC" UNDER THE NAME OF "UTC FUEL CELLS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:01 O'CLOCK A.M.

2888666 8100M

061177640



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5312442

DATE: 12-27-06

PATENT  
REEL: 022737 FRAME: 0685

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:56 PM 12/21/2006  
FILED 06:05 PM 12/21/2006  
SRV 061177640 - 2888666 FILE

## CERTIFICATE OF MERGER

OF

**UTC POWER, LLC, a Delaware limited liability company**

**with and into**

**UTC FUEL CELLS, LLC, a Delaware limited liability company**

The undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware does hereby certify:

**FIRST:** That the names and states of formation or incorporation of each of the constituent business entities participating in the merger are as follows:

(i) **UTC Power, LLC, a limited liability company organized and existing under the laws of the State of Delaware; and**

(ii) **UTC Fuel Cells, LLC, a limited liability company organized and existing under the laws of the State of Delaware.**

**SECOND:** That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by written consent of each of the constituent business entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

**THIRD:** That the surviving domestic limited liability company is UTC Fuel Cells, LLC (the "Surviving Company").

**FOURTH:** That the Certificate of Formation of UTC Fuel Cells, LLC shall be the Certificate of Formation of the Surviving Company until further amended or changed in accordance with the terms thereof and pursuant to the provisions of the Delaware Limited Liability Company Act.

**FIFTH:** The merger shall become effective at 12:01 a.m. on January 1, 2007.

**SIXTH:** That the executed Agreement and Plan of Merger among the constituent business entities is on file at the office of the Surviving Company, the address of which is as follows:

UTC Fuel Cells, LLC  
195 Governor's Highway  
South Windsor, CT 06074

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SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member of either constituent business entity.

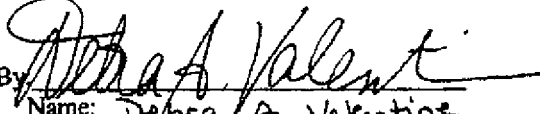
[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be signed by its duly authorized officer.

Dated: December 21, 2006

UTC FUEL CELLS, LLC

United Technologies Corporation,  
Its: Sole Member

By:   
Name: Debra A. Valentine  
Title: Secretary