

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT																														
NATURE OF CONVEYANCE:	ASSIGNMENT																														
CONVEYING PARTY DATA																															
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Railpower Technologies Corp.</td><td>05/29/2009</td></tr><tr><td>Railpower Hybrid Technologies Corp.</td><td>05/29/2009</td></tr></tbody></table>		Name	Execution Date	Railpower Technologies Corp.	05/29/2009	Railpower Hybrid Technologies Corp.	05/29/2009																								
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<table border="1"><tr><td>Name:</td><td>Railpower, LLC</td></tr><tr><td>Street Address:</td><td>101 R.J. Corman Drive</td></tr><tr><td>City:</td><td>Nicholasville</td></tr><tr><td>State/Country:</td><td>KENTUCKY</td></tr><tr><td>Postal Code:</td><td>40340</td></tr></table>		Name:	Railpower, LLC	Street Address:	101 R.J. Corman Drive	City:	Nicholasville	State/Country:	KENTUCKY	Postal Code:	40340																				
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PROPERTY NUMBERS Total: 39																															
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PATENT
REEL: 022990 FRAME: 0962

Application Number:	11131917
Application Number:	11131930
Application Number:	11551038
Application Number:	12090769
Patent Number:	7309929
Application Number:	11200879
Patent Number:	7304445
Application Number:	11412071
Application Number:	11912389
Application Number:	11201267
Application Number:	11411987
Application Number:	11468235
Application Number:	12297564
Application Number:	11818043
Application Number:	60886465
Application Number:	12019464
Application Number:	12304863
Application Number:	11845536
Application Number:	12426655
Application Number:	61071265
Application Number:	11923254
Application Number:	60940370
Application Number:	12127317
Application Number:	60929286
Application Number:	12143390

CORRESPONDENCE DATA

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Address Line 4: Lexington, KENTUCKY 40507

ATTORNEY DOCKET NUMBER:	1504-004
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NAME OF SUBMITTER:	Brett G. Corbly
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PATENT

REEL: 022990 FRAME: 0963

Total Attachments: 6

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ASSIGNMENT

WHEREAS, Railpower Technologies Corp., having an address of 9955 Catania Avenue, Suite 105, Brossard, Québec, Canada J4Z 3V5 and/or Railpower Hybrid Technologies Corp., having an address of 2021 Peninsula Dr., Erie, PA 16506 (collectively, “ASSIGNORS”), acquired the entire right, title and interest in and to new and useful inventions as set forth in the patents and patent applications identified in *Exhibit A*, attached hereto and incorporated by reference herein; and

WHEREAS, Railpower, LLC, a Kentucky Limited Liability Company, having an address of 101 R.J. Corman Drive, Nicholasville, KY 40340 (“ASSIGNEE”) is desirous of acquiring the entire right, title and interest in and to said inventions, patents, and patent applications identified in *Exhibit A* and in and to any and all subsequent Letters Patents of the United States and foreign countries which may be obtained therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, ASSIGNORS do hereby sell, assign, transfer and set over unto ASSIGNEE, its legal representatives, successors, and assigns, the entire right, title and interest in and to said inventions, patents, and patent applications identified in *Exhibit A*, and in and to any and all subsequent Letters Patents of the United States and foreign countries which may be obtained therefor, together with (1) all income, royalties, and damages hereafter due or payable to ASSIGNORS with respect to the inventions, patents, and patent applications identified in *Exhibit A*, including without limitation, damages and payments for past or future infringements and misappropriations of the inventions, patents, and patent applications; and (2) all rights to sue for past, present and future infringements or misappropriations of the inventions, patents, and patent applications identified in *Exhibit A*.

UPON SAID CONSIDERATIONS, ASSIGNORS hereby agree with said ASSIGNEE that they will not execute any writing or do any act whatsoever conflicting with these

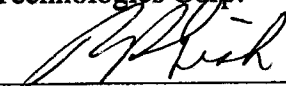
presents, and that they will, at any time upon request, without further or additional consideration but at the expense of said ASSIGNEE, execute such additional assignments and other writings and do such additional acts as said ASSIGNEE may deem necessary or desirable to perfect the ASSIGNEE's enjoyment of this grant, and render all necessary assistance in making application for and obtaining original, divisional, continuing, continuation, continuation-in-part, reexamined, reissued, or extended Letters Patent of the United States or of any and all foreign countries in said inventions, and in enforcing any rights or choses in action accruing as a result of such applications or patents, by giving testimony in any proceedings or transactions involving such applications or patents, and by executing preliminary statements and other affidavits, it being understood that the foregoing covenant and agreement shall bind, and inure to the benefit of, the assigns and legal representatives of ASSIGNORS and ASSIGNEE;

ASSIGNORS request the Commissioner of Patents and Trademarks to issue any Letters Patent of the United States or in any foreign countries which may issue for said inventions to ASSIGNEE, its legal representatives, successors or assigns, as the sole owner of the entire right, title and interest in and to said patents and the inventions covered thereby;

The undersigned represent that they have the authority to bind the party for which they sign.

ASSIGNORS

Railpower Technologies Corp.

Signature: 

Printed Name: NORMAN R. GISH

Title: CHAIRMAN

Date: May 29, 2009

WITNESSED in Calgary,
this 27 day of May 2009.

[Signature]
Witness

[Signature]
Witness

Railpower Hybrid Technologies Corp.

Signature: [Signature]

Printed Name: NORMAN R. GISH

Title: CHAIRMAN

Date: May 27, 2009

WITNESSED in Calgary,
this 27 day of May 2009.

[Signature]
Witness

[Signature]
Witness

ACKNOWLEDGMENT

ASSIGNEE, Railpower, LLC, hereby acknowledges the assignment to it of the inventions, patents, and patent applications identified in *Exhibit A*, and in and to any and all subsequent Letters Patents of the United States and foreign countries which may be obtained therefor. The undersigned represents that he or she has the authority to bind ASSIGNEE.

ASSIGNEE

Railpower, LLC

Signature: *Kenneth D. Adams*

Printed Name: Kenneth D. Adams

Title: Sec/Treas - RJ Corman Railroad Group, LLC

Date: 6-5-09

EXHIBIT A

Railpower Reference	Title	Country	Filing Date	Filing Number	Publication Nbr	Issue Date	Issue Nbr
2	BATTERY TERMINALS	US	10-07-2001	29/144,672		22-10-2002	0464,622
3	DIRECT TURBOGENERATOR	US	05-11-2003	10/533,402	US 2006/0146454 A1		
3	DIRECT TURBOGENERATOR	INTERNATIONAL PCT	05-11-2003	PCT/CA2003/001708			
4	GAS TURBINE LOCOMOTIVE FUELED BY COMPRESSED NATURAL GAS	US	28-06-1991	07/056,564		14-07-1992	5,129,328
5	HYBRID BATTERY/GAS TURBINE LOCOMOTIVE	JAPAN	25-04-2001	2001-578257			
5	HYBRID BATTERY/GAS TURBINE LOCOMOTIVE	KOREA	25-04-2001	7016413/2001		12-09-2006	625923
5	HYBRID BATTERY/GAS TURBINE LOCOMOTIVE	CHINE	25-04-2001	01801,084.9		11-05-2006	01801,084.9
5	HYBRID BATTERY / GAS TURBINE LOCOMOTIVE	UK	25-04-2001	01 929 137.6	WO 01/81145 A2	03-01-2007	1 276 652
5	HYBRID BATTERY / GAS TURBINE LOCOMOTIVE	GERMANY	25-04-2001	01 929 137.6	WO 01/81145 A2	03-01-2007	60 125 746.4
5	HYBRID BATTERY / GAS TURBINE LOCOMOTIVE	SWEDEN	25-04-2001	01 929 137.6	WO 01/81145 A2	03-01-2007	1 276 652
5	HYBRID BATTERY / GAS TURBINE LOCOMOTIVE	FRANCE	25-04-2001	01 929 137.6	WO 01/81145 A2	03-01-2007	1 276 652
5	HYBRID BATTERY/GAS TURBINE LOCOMOTIVE	AUSTRALIA	25-04-2001	56021/01		30-06-2006	780288
5	HYBRID BATTERY/GAS TURBINE LOCOMOTIVE	EUROPE	25-04-2001	01 929 137.6		03-01-2007	1 276 652
5	HYBRID BATTERY/GAS TURBINE LOCOMOTIVE	US	26-04-2000	09/558,376		30-10-2001	6,308,639
5	HYBRID BATTERY / GAS TURBINE LOCOMOTIVE	EUROPE	25-04-2001	07 000 00 07.0			
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	AUSTRALIA	24-02-2003	2003205481			
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	MEXICO	24-02-2003	PA 04008237			
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	KOREA	24-02-2003	10-2004-7013205			
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	JAPAN	24-02-2003	2003-571110			
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	CHINE	24-02-2003	03806812.5	1655963		
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	EUROPE	24-02-2003	03 702 253.0	WO 03/072388		
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	SOUTH AFRICA	24-02-2003	2003/7709		27-07-2006	2003/7209
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	BRASIL	24-02-2003	PI 0303318-0			
6	SEQUENCED PULSE WIDTH MODULATION METHOD AND APPARATUS FOR CONTROLLING AND POWERING A PLURALITY OF DIRECT CURRENT MOTORS	US	27-02-2002	10/083,387	WO 2003/0160586 A1	02-11-2004	6,812,656
7	METHOD FOR MONITORING AND CONTROLLING TRACTION MOTORS IN LOCOMOTIVES	US	26-08-2003	10/649,286	US 2005/0024001 A1	10-01-2006	6,984,946
8	METHOD FOR MONITORING AND CONTROLLING TRACTION MOTORS IN LOCOMOTIVES	US	01-06-2006	11/143,252	US 2005/0024245 A1		
9	METHOD FOR MONITORING AND CONTROLLING TRACTION MOTORS IN LOCOMOTIVES	US	26-08-2003	10/650,011	US 2005/0045058 A1	24-10-2006	7,124,691
10	MANAGING WHEEL SLIP AND SKID IN A LOCOMOTIVE	AUSTRALIA	17-02-2005	2005215013			
10	MANAGING WHEEL SLIP AND SKID IN A LOCOMOTIVE	US	16-02-2005	11/060,087	US 2005/0189886 A1	01-08-2006	7,084,602
11	MANAGING WHEEL SLIP IN A LOCOMOTIVE	US	16-02-2005	11/060,221	US 2005/0206230 A1	23-12-2008	7,467,830
12	MANAGING WHEEL SKID IN A LOCOMOTIVE	US	16-02-2005	11/060,223	US 2005/0189887 A1	20-06-2006	7,064,507
13	CABLESS HYBRID LOCOMOTIVE	US	01-03-2005	11/070,448	US 2005/0279242 A1		
14	HYBRID LOCOMOTIVE CONFIGURATION	US	08-03-2005	11/075,550	US 2006/0206331 A1		
14	HYBRID LOCOMOTIVE CONFIGURATION	EUROPE	08-03-2005	05 735 921.8	1 723 018		
15	EMISSION MANAGEMENT FOR A HYBRID LOCOMOTIVE	US	30-03-2005	11/095,036	US 2006/0251299 A1	25-03-2008	7,349,797
16	DESIGN OF A LARGE BATTERY PACK FOR A HYBRID LOCOMOTIVE	US	17-05-2005	11/131,917	US 2006/0269995 A1		
17	AUTOMATED BATTERY CELL SHUNT BYPASS	US	17-05-2005	11/131,930	US 2006/0012334 A1		
18	DESIGN OF A LARGE LOW MAINTENANCE BATTERY PACK FOR A HYBRID LOCOMOTIVE	INTERNATIONAL PCT	19-10-2006	PCT/US2006/040817	WO 2007/047809 A2		
18	DESIGN OF A LARGE LOW MAINTENANCE BATTERY PACK FOR A HYBRID LOCOMOTIVE	US	19-10-2006	11/551,038	US 2007/0144804 A1		
18	DESIGN OF A LARGE LOW MAINTENANCE BATTERY PACK FOR A HYBRID LOCOMOTIVE	US	19-10-2006	12/090,769	US-2008-0264291-A1		
19	LOCOMOTIVE ENGINE START METHOD	US	25-04-2006	11/411,986	US 2006/0266255 A1	18-12-2007	7,309,929
20	REGENERATIVE BRANKING METHODS FOR A HYBRID LOCOMOTIVE	EUROPE	09-08-2005	05 785 073.7	1 805 884		
20	REGENERATIVE BRANKING METHODS FOR A HYBRID LOCOMOTIVE	AUSTRALIA	09-08-2005	2005273975	WO 2006/020587 A3		
20	REGENERATIVE BRANKING METHODS FOR A HYBRID LOCOMOTIVE	INTERNATIONAL PCT	09-08-2005	PCT/US2005/028178	WO 2006/020587 Q3		
20	REGENERATIVE BRANKING METHODS FOR A HYBRID LOCOMOTIVE	US	09-08-2005	11/200,879	US 2006/0076171 A1		
20	REGENERATIVE BRANKING METHODS FOR A HYBRID LOCOMOTIVE	SOUTH AFRICA	09-08-2005	2007/01751			
21	LOCOMOTIVE POWER TRAIN ARCHITECTURE	SOUTH AFRICA	09-08-2005	2007/01752			
21	LOCOMOTIVE POWER TRAIN ARCHITECTURE	INTERNATIONAL PCT	09-08-2005	PCT/US2005/028314	WO 2006/020567 A3		
21	LOCOMOTIVE POWER TRAIN ARCHITECTURE	US	09-08-2005	11/200,881	US 2006/0061307 A1	04-12-2007	7,304,445
21	LOCOMOTIVE POWER TRAIN ARCHITECTURE	EUROPE	09-08-2005	05 783 021.0	1 791 746		
21	LOCOMOTIVE POWER TRAIN ARCHITECTURE	AUSTRALIA	09-08-2005	2005272903	WO 2006/020667 A2		
22	MULTIPLE PRIME POWER SOURCE LOCOMOTIVE CONTROL	US	25-04-2006	11/412,071	US 2006/0266256 A1		

22	MULTIPLE PRIME POWER SOURCE LOCOMOTIVE CONTROL	EUROPE	25-04-2006	06/59612.3	1878110	
22	MULTIPLE PRIME POWER SOURCE LOCOMOTIVE CONTROL	INTERNATIONAL PCT	25-04-2006	PCT/US2006/015778	WO 2006/16479 A2	
22	MULTIPLE PRIME POWER SOURCE LOCOMOTIVE CONTROL	US	25-04-2006	11/912.389	US-2008-0256970-A1	
23	MULTIPLE ENGINE LOCOMOTIVE CONFIGURATION	SOUTH AFRICA	09-08-2006	2007/03412	WO 2006/028638 A3	
23	MULTIPLE ENGINE LOCOMOTIVE CONFIGURATION	US	09-08-2006	11/201.267	US 2008/0091832 A1	
23	MULTIPLE ENGINE LOCOMOTIVE CONFIGURATION	INTERNATIONAL PCT	09-08-2006	PCT/US2006/028315	WO 2006/028638 A3	
23	MULTIPLE ENGINE LOCOMOTIVE CONFIGURATION	AUSTRALIA	09-08-2006	2005/282975	WO 2006/028638 A2	
23	MULTIPLE ENGINE LOCOMOTIVE CONFIGURATION	EUROPE	09-08-2006	05/783.128.1	1/794.875	
24	ALTERNATOR BOOST METHOD	US	25-04-2006	11/411.987	US 2006/0766044 A1	
25	ELECTROCHEMICAL CELL FOR HYBRID ELECTRIC VEHICLE APPLICATIONS	INTERNATIONAL PCT	29-06-2006	PCT/IB2006/004072	WO 2007/080456 A2	
25	ELECTROCHEMICAL CELL FOR HYBRID ELECTRIC VEHICLE APPLICATIONS	US	29-06-2006	11/468.235	US 2007/0111089 A1	
26	DYNAMIC BRAKING CIRCUIT FOR A HYBRID LOCOMOTIVE	INTERNATIONAL PCT	19-04-2007	PCT/CA2007/000670		
26	DYNAMIC BRAKING CIRCUIT FOR A HYBRID LOCOMOTIVE	EUROPE	19-04-2007	07/719.597.2	2015955	
26	DYNAMIC BRAKING CIRCUIT FOR A HYBRID LOCOMOTIVE	US	19-04-2007	12/297.554		
27	LOAD-LIFTING APPARATUS AND METHOD OF STORING ENERGY FOR THE SAME	INTERNATIONAL PCT	13-06-2007	PCT/CA2007/001053	WO 2007/143841	
27	LOAD-LIFTING APPARATUS AND METHOD OF STORING ENERGY FOR THE SAME	US	13-06-2007	11/718.043	US-2008-0048497-A1	
27	LOAD-LIFTING APPARATUS AND METHOD OF STORING ENERGY FOR THE SAME	EUROPE	13-06-2007	07/19969.3		
28	MULTI-POWER SOURCE LOCOMOTIVE CONTROL	US	24-01-2007	60/886.465		
28	MULTI-POWER SOURCE LOCOMOTIVE SELECTION	INTERNATIONAL PCT	15-06-2007	PCT/CA2007/001067		
28	MULTI-POWER SOURCE LOCOMOTIVE SELECTION	EUROPE	15-06-2007	07/19983.4		
28	MULTI-POWER SOURCE LOCOMOTIVE CONTROL	INTERNATIONAL PCT	24-01-2008	PCT/CA2008/000156	WO 2008/089571	
28	MULTI-POWER SOURCE LOCOMOTIVE CONTROL METHOD AND SYSTEM	US	24-01-2008	12/019.464	US-2008-0246338-A1	
28	MULTI-POWER SOURCE LOCOMOTIVE SELECTION	US	15-06-2007	12/304.863		
30	SYSTEM AND METHOD FOR DETECTING WHEEL SLIP OR SKID IN A LOCOMOTIVE	US	27-08-2007	11/845.536	US-2008-0051967-A1	
31	LOSSLESS DYNAMIC BATTERY EQUALIZER SYSTEM AND METHOD	US	20-04-2009	12/436.655		
31	LOSS LESS DYNAMIC BATTERY EQUALIZER SYSTEM	US	18-04-2008	61/071.165		
33	MARINE POWER TRAIN SYSTEM AND METHOD OF STORING ENERGY IN A MARINE VEHICLE	US	24-10-2007	11/923.254	US-2008-0182466-A1	
34	DYNAMIC BRAKING CIRCUITS FOR A HYBRID LOCOMOTIVE	US	25-05-2007	60/940.370		
34	POWER ARCHITECTURE AND BRAKING CIRCUITS FOR DC MOTOR-PROPELLED VEHICLE	US	27-05-2008	12/127.317	US-2008-0290825-A1	
34	POWER ARCHITECTURE AND BRAKING CIRCUITS FOR DC MOTOR-PROPELLED VEHICLE	INTERNATIONAL PCT	26-05-2008	PCT/CA2008/000999	WO 2008/144901	
35	TRANSVERSAL GENERATOR SET AND MODULAR DESIGN FOR REFURBISHMENT OF LOCOMOTIVES	US	20-06-2007	60/929.286		
35	TRANSVERSAL GENERATOR SET AND MODULAR DESIGN FOR REFURBISHMENT OF LOCOMOTIVES	INTERNATIONAL PCT	20-06-2008	PCT/CA2008/001183	WO 2008/154746	
35	TRANSVERSAL GENERATOR SET AND MODULAR DESIGN FOR REFURBISHMENT OF LOCOMOTIVES	US	20-06-2008	12/143.390		