

# PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
CellTech Power, Inc.	12/01/2005
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	C-Tech Associates LLC
<b>Street Address:</b>	10 Maguire Road
<b>Internal Address:</b>	Suite 220
<b>City:</b>	Lexington
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02421
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	09819886
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(617)646-8646
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	617-646-8000
<b>Email:</b>	patents_TaniC@wolfgreenfield.com
<b>Correspondent Name:</b>	Tani Chen
<b>Address Line 1:</b>	Wolf, Greenfield & Sacks, P.C.
<b>Address Line 2:</b>	600 Atlantic Avenue
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02210
<b>ATTORNEY DOCKET NUMBER:</b>	T0457.70005US00
<b>NAME OF SUBMITTER:</b>	Tani Chen
<p><b>Total Attachments: 14</b></p> <p>source=T0457.70005US00-Asset-Purchase-Agreement-TC#page1.tif</p> <p>source=T0457.70005US00-Asset-Purchase-Agreement-TC#page2.tif</p>	

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**PATENT**  
**REEL: 026699 FRAME: 0086**

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## Asset Purchase Agreement

**Asset Purchase Agreement**, effective as of December 1, 2005, by and among C-Tech Associates LLC, a Massachusetts limited liability company with its principal place of business at 10 Maguire Road, Suite 220, Lexington, MA 02421 ("Buyer"), and CellTech Power, Inc., a Delaware corporation with its principal place of business at 131 Flanders Road, Westborough, MA 01581 ("Seller"), Buyer and Seller are sometimes referred to in this Agreement, individually as a "Party" and collectively, as the "Parties".

Seller is engaged in the business of energy and fuel cell research and development and the commercial exploitation of the results of such research and development (the "Business"). Seller owns certain assets, including intellectual property and contract rights, more particularly described in the exhibits to this Agreement, used by it in the Business. Seller desires to sell to Buyer and Buyer desires to purchase from Seller certain of Seller's assets and all of Seller's right to continue to conduct the Business, for the consideration and on the terms and conditions described herein.

**Accordingly**, in consideration of the promises and of the mutual covenants and agreements herein contained and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties do hereby covenant and agree as follows:

**1. Purchase and Sale of Assets.** Subject to and in accordance with the terms and conditions in this Agreement, at the Closing Seller shall sell to Buyer, and Buyer shall purchase from Seller (the "Transaction"), all of Seller's right, title and interest in and to the assets, rights and properties set forth on Exhibit 1 (the "Purchased Assets"). Buyer shall acquire no assets of Seller other than the Purchased Assets and all such other assets shall be retained by Seller,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9. [REDACTED]

[illegible]

[REDACTED]

*In Witness Whereof*, the Parties have duly executed this Agreement as of the date first above written.

C-TECH ASSOCIATES LLC

By: Jeffrey M Bentley  
Name: Jeff Bentley  
Title: CEO

CELLTECH POWER, INC.

By: R. Greene  
Name: Roger Greene  
Title: President

**Exhibit 1**

**Purchased Assets**

1. [REDACTED]
2. The intellectual property rights set forth on Appendix A hereto.
3. [REDACTED]
4. [REDACTED]
5. [REDACTED]
6. [REDACTED]
7. [REDACTED]

Exhibit 2

Assumed Liabilities

1.

2.

3.

4.









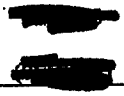












**Appendix A**

**Intellectual Property**

[REDACTED]

7. Rights to all patents and patent applications as described below:

WGS File	Serial No.	Filing (Priority) Date	Status
70005US	09/819,886	03/28/01 (03/03/98)	Issued on 2/17/04 as 6,692,861
[REDACTED]	[REDACTED]	[REDACTED] [REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED] [REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED] [REDACTED]	[REDACTED]

### **Fixed Assets**

[illegible]









[REDACTED]

1. [REDACTED]
2. [REDACTED]
3. [REDACTED]