507630374 12/05/2022 PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 EPAS ID: PAT7677270

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CONVEYING PART	ΓΥ DATA									
		Name	Execution Date							
ENER-CORE POW	ER, INC.		11/18/2022							
	Υ DATA									
Name:	REDU	CTONOX CORPORATION								
Street Address:	21 BEN	NEDICT PLACE								
City:	GREE	NWICH								
State/Country:	CONN	ECTICUT								
Postal Code:	06831									
PROPERTY NUMB		Number								
Patent Number:	<u>, , , , , , , , , , , , , , , , , , , </u>	8671658								
Patent Number:		8701413								
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BILL OF SALE

GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, and as contemplated by that certain Asset Purchase Agreement dated as of November 4, 2022 (the "Agreement") by and between ENER-CORE, INC. and ENER-CORE POWER, INC. ("Seller"), and REDUCTONOX CORPORATION, a Delaware corporation (the "Buyer"), Seller hereby sells, assigns, transfers, conveys and delivers to Buyer the assets listed on Exhibit A hereto and for all purpose made a part hereof (the "Sale Assets").

This Bill of Sale is in accordance with and is subject to all of the terms and conditions of the Agreement.

This Bill of Sale shall be governed by and construed in accordance with the laws of the State of California, without regard to the principles of conflicts of law thereof that would defer to or result in the application of the substantive laws of any other jurisdiction.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale as of November 30, 2022.

Seller: ENER-CORE, INC. ENER-CORE POWER, INC.

By: <u>70277</u> Name: David P. Stapleton Title: Receiver

<u>Exhibit A</u>

- All patents including those patents listed in attached Appendix B;
- All trademarks including those listed in attached Appendix C (together with all patents, including those listed in Appendix B, the "Patents");
- All know-how, drawings, documents, pictures, sketches, data and the like related to the Patents and the business of Seller;
- All contractual rights and business opportunies held by Seller;
- All customer lists and sales leads of the Seller;
- All accounts, accounts receivable, guarantees and warranties, and other rights to payments (including notes receivable), of Seller, including, in each case, to the extent related to the Patents;
- All tangible property and interests therein, including all machinery, equipment, furniture, vehicles, tools, tooling, dies, fixtures, computers (including all computer hardware, networking and communication assets and servers) and maintenance parts and other items of tangible personal property (collectively, "Personal Property") owned by Seller or subject to a lease or license in favor of Seller, including, in each case, to the extent used in, or to the extent related to, the Patents or all other assets of the Seller, and including such Personal Property held at any location controlled by Seller, such Personal Property previously purchased and in transit and any such Personal Property held by a customer or prospective customer of Seller;
- All credits, pre-paid expenses, advance payments, prepayments, security deposits, deferred charges, letters of credit and other deposits, and claims for refunds or reimbursements and other assets, in each case, to the extent used in, or to the extent

related to, the Patents or all other assets of the Seller, and any claim, cause of action, remedy or right related to the foregoing;

- All license rights held by Seller in the Patents;
- All insurance proceeds and rights to insurance proceeds under any insurance policies of Seller with respect to the Patents and all other assets of the Seller;
- All goodwill of Seller to the extent related to the Patents and all other assets of the Seller;
- Copies of all business records to the extent related to the Patents and all other assets of the Seller;
- All claims, demands, choses in action, causes of action, and claims for relief, including, but not limited to, any litigation and arbitration claims against Dresser-Rand Company/Siemens, their affiliates, subsidiaries, parents, successors, and assigns; and
- All other assets, property and rights of Seller, but specifically excluding all cash on hand and in banks, cash equivalents, investments, checks received (but not deposited or cleared), and all all tax refunds and all other refunds of whatever type or category.

087844-0029 087844-0027 087844-0025 087844-0016 087844-0015 087844-0013 087844-0012 087844-0007 087844-0026 087844-0024 087844-0018 087844-0017 087844-0009 087844-0008 187844-0019 187844-0014 PCT/US2009/066243 PCT/US12/MELL2 13/115,910 13/289,989 12/050,734 13/048,796 09/713,574 61/174-857 61/007,924 61/007,917 13/289,996 61/313,995 12/870,021 12/772,622 12/330,151 12/288,238 USA PCT USA USA NSA 8 USA USA USA USA USA NSM USA. NSN NSN USA 21/1/2009 10/26/2007 11/14/2000 10/17/2008 3/15/2011 11/4/2011 3/18/2008 10/23/2007 2/10/2012 5/25/2011 11/4/2011 8/27/2010 5/3/2010 12/8/2008 5/1/2009 8,893,468 9,273,606 8,621,869 9,279,364 6,393,821 8,701,413 8,393,160 3,671,658 011312/0963 025707/0065 029673/0255 5/28/2002 030791/0910 022142/0761 025707/0065 029673/0255 4/22/2014 020791/0910 021854/0026 025707/0065 029673/0255 030791/0910 3/12/2013 021823/0440 025707/0065 029673/0255 3/18/2014 030791/0910 11/25/2014 027558/0050 029673/0255 / 3/1/2016 030791/0910 / 025767/0362 029673/0255 1/7/2014 030791/0910 027358/0027 029673/0255 3/8/2016 030791/0910 026774/0761 029673/0255 030791/0910 Assigned with counterpart U.S. Patent No. 8,701,413 027058/0892 029673/0255 030791/0910 Assigned with sourcerpart U.S. Patern Appleation No. 13/289.989 025767/0313 029673/0255 030791/0910 024667/0642 025707-0065 029673/0255 030791/0910 2 Edan Prabhu 5 Inc. 1 Generation, Inc. Edan Prabhu Inc. Generation, Inc. Dauglas Hamrin & Steve L FlexEnergy, Inc. Power Generation, Inc. Edan Prabhu Inc. Generation, Inc. Edan Prabhy Inc. Generation, Inc. Douglas Hamrin, Steve Lampe FlexEnergy, Inc. Flex Power Generation, Inc. Edan Prabhu FlexEnergy ULC FlexEnergy, Inc. Flex Power Generation, Inc. Edan Prabhu FlexEnergy LLC FlexEnergy, Inc. Flex Power Generation, Inc. Edan Prabhu FlexEnergy ULC FlexEnergy, Inc. Flex Power Generation, Inc. Edan Prabhu FlexEnergy LLC FlexEnergy, Inc. Flex Power Generation, Inc. Edan Prabhu FlexEnergy LLC FlexEnergy, Inc. Flex Power Generation, Inc. FlexEnergy Flex.Power FlexEnergy, Flex Power FlexEnergy, FlexEnergy, Inc. Flex Power Power Generation Inc. c. Core Power, Inc. FlexEnergy. Flex Power campe Flex FlexEnergy, Inc. Power Generation I Core Power, Inc. FlexEnergy (LC FlexEnergy, y Inc. Flex Power Generation Inc. Ener-Core Power, Inc. RexEnergy, Inc. Power Generation Core Pawer, Inc. FlexEnergy, Inc. Elex Power Generation Inc. Ener-Core Power, Inc. FlexEnergy, Inc. FlexEnergy, Inc. Flex Power Generation Inc. Ener-Core Power, Inc. FlexEnergy LLC FlexEnergy, y Inc. Flex Power Generation Inc. Ener-Core Power, Inc. FlexEnergy LC FlexEnergy, / Inc. Flex Power Generation Inc. Ener-Core Power, Inc. Flextnergy U.C. Flextnergy, / Inc. Flex Power Generation Inc. Ener-Core FlexEnergy, Inc. Power Generation Core Power, Inc. FlexEnergy Inc. Power Generation Inc. Core Power, Inc. Power, Inc. inc r. Ener-Flex Flex Ener Flex . Ener-Flex 11/4/2011 8/27/2010 11/14/2000 10/17/2008 3/15/2011 3/18/2008 11/4/2011 12/8/2008 10/17/2028 3/15/1931 11/4/2031 8/27/1930 11/14/2020 3/18/2028 11/4/2031 12/8/2028 1,066 1,058 1,164 1,055 877 754 358 Method for Collection and Use of 11/14/2020 Low-Level Methane Emissions Controls for Multi-Combustor 9/27/2034 Turbine with Gradual Oxidizer 4/13/2031 9/19/1932 Heating a Reaction Chamber 5/26/2031 Oxidizing Fuel 8/8/1933 Processing Fuel and Water 10/5/2034 Managing Leaks in a Gas Turbine 9/7/2031 System Multi-Combustor Turbine with Gradual Oxidizer Oxidizing Fuel in Multiple Operating Modes bringer Oxidiang Fuel in Multiple Operating Modes Management of Fuel Leaks in a Flex-Turbine Speed Controls for Turbine Coxidizing Fuel Nexed Distributing Fuel Flow in a Reaction Chamber Oxidizet Gradual Oxidizer for a Gas Turbine ted Gastfier Power Plant with Water

APPENDIX B

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Boris Maslov Pending Totals	Statement of use -accepted	Summer due cooped	Jeffrey Amstrong, Richard Marinio, Cougles Henrim, Boir Maslov, Janee Warts, Thomas Denson, Jae Penry, Mark Schraped, Saver Lange Granted	Jaffray Amstrong Richard Martin Dougle Harrin, Baris Maslav, James Watts, Thomas Denison, Jae Ferry, Mint Strategel Speet Junge Ferding	Jeffrey Amstrong Bichard Marin, Douglas Marin, Baris Maslav, James Warts, Thomas Denison, Jee Farn, Mink Stranged Sever Jampe Abandaned	Jeffrey Amstrong Richtrid Martin Dougle Hannin Goris Maslav, James Watts, Thomas Denison, Jee Ferr, Mint Schnegel Szee Lunge Panding	Jeffrey Amstrong Richard Martin Dougle Harrin, Baris Maslav, James Watts, Thoma Denison, Jee Vern, Mint Schregel Sover Lange Pending	Jeffrag Annorong, Bohard Merrin, Dougle Bernin, Geni Minskov, James Water, Thomas Dension, Jae Pern, Hord: Schneigel, Scheel Junger, Granted	Jeffray Amstrong Richtrel Merin Dougle Jennin, Gerin Maulou, James Watts, Thomas Denison, Jee Fern, Mind: Strongel Specializate Pending	Jaffray Amstrong Richard Martin Dougle Harrin, Baris Maslav, James Watts, Thoms Denison, Jee Fern, Mint Schnegel Szee Lampe Fending	Jeffrey Amssrong, Bichard Marin Dougles Hann, Baris Maslav, James Watts, Thomas Denison, Jee Perry, Mint Schnegel Szee Lampe Fending	Doug Humin. Steve Lampe Perding	Doug Human, Stree Lumpe Granted	Doug Hammin, Steve Lampe Parching
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Appendix C

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NA		NA	Date	Record	Assign
Ener-Core Power, Inc.		Ener-Core Power, Inc.			Registrant
5464929		5464930			Trademark No.
087844-0099		5464930 087844-0098 8-May-24			Trademark No. Docket No. Reg. Date
8-May-24 ine		8-May-24			Reg. Date
087844-0099 8-May-24 3ner-Core (design plus word mark Section 8 / 9 deadline		Ener-Core (word mark)			Title
urk Section 8 / 9 deadline	May 8, 2024	Section 8 / 9 deadline			Comments

May 8, 2024

30-2021-0122	lectronically Filed by Superior Court of California, Cou 4628-CU-EN-CJC - ROA # 184 - DAVID H. YAMASAk	nty of Orange, 11/18/2022 02:42:00 PM. KI, Clerk of the Court By M. Ferreira, Deputy Clerk.
1 2 3 4 5	DAVID P. STAPLETON STAPLETON GROUP 515 S. Flower Street, 18 th Floor Los Angeles, CA 90071 Telephone: (213) 235-0601 Facsimile: (213) 235-0620 Email: <u>david@stapletoninc.com</u> COURT APPOINTED RECEIVER	
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7		
8	SUPERIOR COURT OF TH	E STATE OF CALIFORNIA
9		ENTRAL JUSTICE CENTER
10		
11	REDUCTONOX CORPORATION, etc.,	Case No. 30-2021-01224628-CU-EN-CJC
12 13	Plaintiff,	ORDER GRANTING RECEIVER'S MOTION FOR ORDER APPROVING
13	v.	AUCTION SALE OF ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS,
15	ENER-CORE, INC., etc., et al,	INTERESTS AND ENCÚMBRANĆES
16	Defendants.	Date: November 10, 2022 Time: 2:00 p.m.
17		Dept: C-12
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19		
20	On November 10, 2022, at 2:00 p.m., in I	Department C-12 of the above-entitled court,
21 22	David P. Stapleton, the duly appointed Receiver	in the above-entitled action ("Receiver"), moved
22	for an order approving sale of assets free and clea	ar of all liens, claims and encumbrances (the
23	"Motion"). All appearances were duly noted to the	ne Court.
25		leclaration filed in support of the Motion, the file
26	and records in this action, and the arguments of c	
27 28	IT IS HEREBY ORDERED that the Rece	eiver's Motion is GRANTED in its entirety;
	4768003v1 101357-0001 [PROPOSED] ORDER GRANTI	NG MOTION TO SELL ASSETS
		REEL: 061981 FRAME: 0982

1

IT IS FURTHER ORDERED that:

1. On October 31, 2022, notice of the hearing to confirm the sale of the receivership
 estate's assets was served on all parties listed on the proof of service. The notification was
 adequate to alert all parties to this action about the Motion and the hearing to confirm the sale of
 the assets. The notification was also sufficient to allow the parties to afford them the opportunity
 to object to the hearing if they wished;

7

4768003v1 | 101357-0001

IT IS FURTHER ORDERED that:

8 2. The Receiver is authorized to sell all assets in the receivership estate other than
9 cash and any other assets specifically excluded in that certain Asset Purchase Agreement attached
10 as Exhibit "D" to the Stapleton Declaration filed on November 4, 2022 (the "APA") to
11 ReductoNox Corporation ("Reductonox"), as the APA may be amended and/or supplemented from

12 time to time to reflect the terms of the sale and correct any ministerial errors. The sale is free and
13 clear of all liens, claims, encumbrances, and interests;

Reductonox is confirmed as the highest bidder for the assets with a credit bid of
\$16 million. As there are no sale proceeds, there is nothing for liens, claims, encumbrances, and
interests to attach;

No filing or recording of a termination statement, release of liens or collateral, or
 similar document is necessary to cause that sale to be free and clear of all liens, claims,
 encumbrances, and interests; nonetheless, the Receiver is expressly authorized, within his
 discretion, to file or record, as agent of the secured parties or as agent for the debtors (i.e., Ener Core, Inc. and Ener-Core Power, Inc.), those termination statements, releases of liens or collateral,
 or similar documents as may customarily be necessary, reasonable, or helpful in demonstrating
 that the sale is free and clear of all liens, claims, encumbrances, and interests;

5. The Receiver may issue a Bill of Sale to Reductonox for the receivership estate
assets, and any other ancillary documents the Receiver deems necessary and proper to confirm the
transfer of the assets to Reductonox, and upon the request of the Receiver, the Clerk of the Court
shall issue and is hereby directed to issue a deed, patent assignment, or other instrument conveying
title to the receivership estate assets.

[PROPOSED] ORDER GRANTING MOTION TO SELL ASSETS

REEL: 061981 FRAME: 0983

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1			ion to interpret,	enforce, and/or implement th	ns Order.
2	IT IS SO OR			17	
3	Dated: November 1	8, 2022		- Jen	
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