

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	09/15/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Elster Electricity, LLC		09/15/2005	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Deutsche Bank AG London
Street Address:	1 Great Winchester Street
Internal Address:	Winchester House
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	EC2N 2DB
Entity Type:	Security Agent: UNITED KINGDOM

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	1764309	ALPHA
Registration Number:	2291455	ENERGYSCAPE
Registration Number:	2276644	ENERGYAXIS
Registration Number:	2458451	ALPHA PLUS
Registration Number:	2508854	ALPHA STARS
Registration Number:	2873987	REX
Registration Number:	2224510	ALPHA STARS

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2128198928

CH \$190.00 1764309

Email: enunn@whitecase.com  
Correspondent Name: White & Case LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 2: Attn: Elizabeth A. Nunn  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 44082850035 ELSTER

DOMESTIC REPRESENTATIVE

Name: White & Case, LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER: Elizabeth A. Nunn

Signature: /Elizabeth A. Nunn/

Date: 10/07/2005

Total Attachments: 4  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

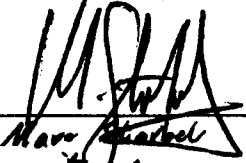
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ELSTER ELECTRICITY, LLC, a Delaware corporation (the "Grantor") with principal offices at 201 South Rogers Lane, Raleigh, NC 27610, hereby grants to DEUTSCHE BANK AG LONDON as Security Agent, with principal offices at Winchester House, 1 Great Winchester Street, London, EC2N 2DB, United Kingdom, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of September 15, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the termination of the Security Period (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 15 day of  
September, 2005.

ELSTER ELECTRICITY, LLC, Grantor

By   
Name: Mark Stachel  
Title: by virtue of power of attorney

*Witnessed by Dr. Martin Klepp, Lawyer*  
FRESHFIELDS BRUCKHAUS DERINGER

Heumarkt 14 · 50667 Köln

*M. Klepp*

DEUTSCHE BANK AG LONDON,  
as Security Agent and Grantee

By   
Name:  
Title:

By \_\_\_\_\_  
Name:  
Title:

SCHEDULE A

<b>Registration Number</b>	<b>Registration Date</b>	<b>Mark</b>
1764309	4/13/1993	ALPHA
2291455	11/9/1999	ENERGYSCAPE
2276644	9/7/1999	ENERGYAXIS
2458451	6/5/2001	ALPHA PLUS
2508854	11/20/2001	ALPHA STARS
2873987	8/17/2004	REX
2224510	02/16/1999	ALPHA STARS