

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Patent and Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Business Credit, Inc.		09/27/2005	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	POWERSECURE, INC.
Street Address:	230 Capcom Avenue, Suite 107
City:	Wake Forest
State/Country:	NORTH CAROLINA
Postal Code:	27587
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	76163829	POWERSECURE
Serial Number:	76309725	DGPOWER
Serial Number:	76309728	PEAKSHAVING
Serial Number:	76309729	G2G
Serial Number:	76309730	INTERACTIVE DISTRIBUTED GENERATION
Serial Number:	76309731	IDG
Serial Number:	78081689	NEXGEAR

CORRESPONDENCE DATA

Fax Number: (303)629-3450
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-629-3400
 Email: campbell.j@dorsey.com
 Correspondent Name: Dorsey & Whitney LLP
 Address Line 1: 370 Seventeenth Street, Ste. 4700
 Address Line 2: Greg Jordan

CH \$190.00 76163829

Address Line 4: Denver, COLORADO 80208-5647

ATTORNEY DOCKET NUMBER: 458653.00052

NAME OF SUBMITTER: Greg Jordan

Signature: /Greg Jordan/

Date: 10/13/2005

Total Attachments: 4

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**TERMINATION AND RELEASE
OF
PATENT AND TRADEMARK SECURITY AGREEMENT**

TERMINATION AND RELEASE OF PATENT AND TRADEMARK SECURITY AGREEMENT dated as of September 27, 2005, by WELLS FARGO BANK, NATIONAL ASSOCIATION (the "Secured Party"), acting through its Wells Fargo Business Credit operating division.

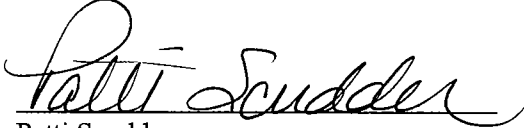
WHEREAS, PowerSecure, Inc., a Delaware corporation (the "Grantor") and the Secured Party entered into a Patent and Trademark Security Agreement, dated as of September 24, 2003 (the "Security Agreement") which Security Agreement was recorded with the United States Patent and Trademark Office on September 26, 2003, at Reel 002723, Frame 0143 for the purpose of collateral security for all indebtedness and obligations of the Grantor to the Secured Party arising under a certain Credit Agreement (as defined in the Security Agreement);

WHEREAS, pursuant to the Credit Agreement and the Security Agreement, the Grantor pledged and assigned to the Secured Party, and granted the Secured Party a security interest with power of sale in, the Patents (as defined in the Security Agreement), including, without limitation, the patents listed on Exhibit A hereto, and the Trademarks (as defined in the Security Agreement) including, without limitation, the marks listed on Exhibit B hereto. The Patents and the Trademarks are referred to herein collectively as the "Intellectual Property"; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in the Intellectual Property as herein provided:

NOW, THEREFORE, for valuable consideration the Secured Party hereby terminates and releases its security interest in the Intellectual Property, including, without limitation, the Patents listed on Exhibit A hereto and the Trademarks listed on Exhibit B hereto, and the Secured Party hereby assigns and transfers to the Grantor, without representation, warranty or recourse, all of the Secured Party's right, title and interest in and to such Intellectual Property, effective as of the date set forth above.

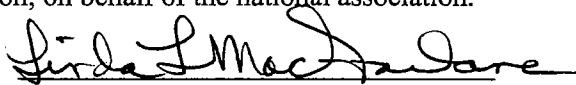
WELLS FARGO BANK, NATIONAL ASSOCIATION, acting
through its WELLS FARGO BUSINESS CREDIT operating
division

By: 
Name: Patti Scudder
Title: Commercial Banking Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 10 day of October, 2005, by Patti Scudder, a Commercial Banking Officer of Wells Fargo Bank, National Association, acting through its Wells Fargo Business Credit operating division, on behalf of the national association.


Notary Public

My Commission Expires May 19, 2007

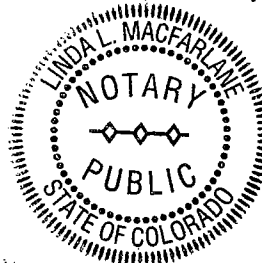


EXHIBIT A

UNITED STATES ISSUED PATENTS

NONE

UNITED STATES PATENT APPLICATIONS

NONE

FOREIGN ISSUED PATENTS

NONE

EXHIBIT B

**UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS
AND COLLECTIVE MEMBERSHIP MARKS**

APPLICATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
PEAKSHAVING	76309728	09/06/2001

REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
POWERSECURE	2851203	06/08/2004
DGPOWER	2813574	02/10/2004
G2G	2919323	01/18/2005
INTERACTIVE DISTRIBUTED GENERATION	2552691	03/26/2002
IDG	2552692	03/26/2002
NEXGEAR	2667342	12/24/2002

FOREIGN ISSUED TRADEMARKS

NONE