

## SEVENTH AMENDMENT TO PROMISSORY NOTES

This SEVENTH AMENDMENT TO PROMISSORY NOTES, dated as of December 31, 2010 (this "**Amendment**"), is made by and among GROEN BROTHERS AVIATION, INC., a Utah corporation (the "**Company**"), and WESTFORD SPECIAL SITUATIONS FUND II, L.P., a Delaware limited partnership ("**Lender**").

WHEREAS, the Company issued certain promissory notes of the Company (the "**NPA Notes**") to Westford Special Situations Master Fund, L.P. ("**Original Westford**") pursuant to that certain Note Purchase Agreement, dated as of October 9, 2008, among the Company, Original Westford, and Epsilon Global Master Fund LP (as amended, modified, supplemented or restated from time to time, the "**Note Purchase Agreement**");

WHEREAS, the Company issued certain promissory notes of the Company (the "**Dividend Notes**") to Original Westford in satisfaction of the accrued and unpaid dividends through October 9, 2008 in respect of outstanding shares of the Company's Series B 15% Cumulative Non-Voting Preferred Stock ("**Series B Stock**") owned by Original Westford; and

WHEREAS, effective July 1, 2009, Original Westford assigned a portion of each of the NPA Notes and the Dividend Notes to Lender, and to reflect such assignment the Company issued certain Promissory Notes of the Company (as amended, modified, supplemented or restated from time to time, the "**Notes**"), as set forth on Schedule A attached hereto; and

WHEREAS, Lender has agreed to extend the maturity date of each of the Notes.

NOW, THEREFORE, in consideration of the premises and covenants set forth herein, the parties hereto agree as follows:


1. Definitions. Each capitalized term used and not defined herein has the meaning assigned thereto in the applicable Note.
2. Amendment. Effective as of the date hereof, the Maturity Date of each of the Notes (copies of which are attached hereto as Exhibit A) is hereby extended to April 11, 2011.
3. General. The foregoing Amendment is limited as provided herein and does not extend to any other provisions of any Note not specified herein or to any other matter. Each Note as amended hereby is ratified and confirmed and shall continue in full force and effect. This Amendment may be executed in any number of counterparts with the same effect as if the signatures hereto and thereto were upon the same instrument. This Amendment shall be binding upon and inure to the benefit of the Company and its successors and assigns and each Lender and its successors and assigns.
4. Governing Law and Dispute Resolution. This Amendment shall be deemed a contract made under the internal laws of the State of New York and all disputes, claims or controversies arising out of this Amendment, or the negotiation, validity or performance hereof or the transactions contemplated herein, shall be construed under and governed by the laws of such state, without giving effect to its conflicts of laws principles.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment effective as of the date first set forth above.

**COMPANY:**

**GROEN BROTHERS AVIATION, INC.**

By:   
Name: David Groen  
Title: President & CEO

**Address:**

2640 West California Avenue, Suite A  
Salt Lake City, Utah 84104  
ATT: David Groen  
Fax: (801) 973-4027

**LENDER:**

**WESTFORD SPECIAL SITUATIONS FUND II,  
L.P.**

By : Westford Asset Management LLC, its  
General Partner

By: 

Name: Steve G. Stevanovich

Title: Manager

Address:

Grand Rue 3, 6th Floor

Montreux, CH-1820, Switzerland

Facsimile: +41 21 966 79 22

**SCHEDULE A**  
**PROMISSORY NOTES**

**NOTES:**

<i>Holder</i>	<i>Principal Amount</i>	<i>Date of Issue</i>
Westford Special Situations Fund II, L.P.	\$738,457.56	July 1, 2009
Westford Special Situations Fund II, L.P.	\$17,415.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$7,020.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$7,290.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$6,615.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$810.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$11,745.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$5,778.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$5,886.00	July 1, 2009
Westford Special Situations Fund II, L.P.	\$180,000.00	June 14, 2010

**EXHIBIT A**  
**PROMISSORY NOTES**