

ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, TVM, Inc., dba Elcon Products International Company (a California Corporation), having a place of business at 42700 Lawrence Place, Fremont, California 94538 (hereinafter "Assignor") is the owner of the entire right, title and interest in and to the intellectual property set forth in the attached Schedules A and B, including U.S. and applications for patent therefor together with the inventions disclosed therein, and all embodiments of the invention, heretofore conceived, made or discovered, and further including registered U.S. and foreign trademarks and applications therefor together with the goodwill attributed thereto (hereinafter "Intellectual Property") free and clear of any lien, encumbrance, charge, equity or restriction;

WHEREAS, TVM Group, Inc., a California corporation, having a place of business at 42700 Lawrence Place, Fremont, California 94538 (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to said Intellectual Property;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and convey unto Assignee, its successors and assigns, the entire right, title and interest in and to said Intellectual Property for the whole of the United States and for each and every foreign country; the right to enforce the rights of said Intellectual Property for past and future infringements, and the right to collect all remuneration for past and future infringements, whether by settlement, adjudication or otherwise;

THE SAME TO BE HELD AND ENJOYED BY Assignee, its successors and assigns, for its own use and behoof, for the life of rights in and to said Intellectual Property, including to the full end of the life thereof which exists or may be granted, as fully and entirely as the same might or could have been enjoyed by Assignor had this assignment and sale not been made.

IN ORDER TO CARRY OUT IN GOOD FAITH the intent and purpose of this assignment, Assignor agrees to cooperate with said Assignee in maintaining said Intellectual Property and vesting said title in it and to execute all papers which the said Assignee shall deem desirable or necessary for vesting title to said Intellectual Property.

SCHEDULE A

Flehr File No.	Title/Inventor(s)	Serial No./Filing Date	Patent No./Issue Date
A-67806	Auxiliary Switch System for Use with Removable Circuit Breaker Jason S. Sloey, Richard J. Middlehurst	09/072500 05/05/1998	

SCHEDULE B

Flehr File No.	Title/Inventor(s)	Serial No./Filing Date	Patent No./Issue Date
TA-67535-17	FLATPAQ	75/201837 11/19/1996	
TA-67535-27	RAPID LOCK	75/203541 11/20/1996	
TA-67535-34	CROWN EDGE	75/455785 03/24/1998	
TA-67535-36	SERVERPAQ	75/557257 09/23/1998	