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To the h and Trademarks
Please record the attached original document or copy thereof:

5-4-01

1. Name of Party(ies) conveying an Interest:

Waukesha Electric Systems, Inc.

Entity: Individual(s)
 General Partnership
 Corporation-State: Wisconsin
 Association
 Merger
 Other: _____

2. Name and Address of Party(ies) receiving interest:

GPS Development Corporation
700 Terrace Point Drive, P.O.Box 3301
Muskegon, Michigan 49443

Entity: Individual(s)
 General Partnership
 Corporation-State: Delaware
 Association
 Merger
 Other: _____

3. Interest Conveyed:

Assignment
 Change of Name
 Security Agreement
 Merger
 Other: _____

If not domiciled in U.S., a domestic represent designation is attached:

Yes
 No

4. Application No. or Registration No. Additional sheet attached? Yes No

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,920,754

5. Name and Address of Party to Whom Correspondence concerning document should be mailed:

John H. Weber
PEPPER HAMILTON LLP
600 Fourteenth Street, N.W.
Washington, DC 20005-2004

6. Number of applications and registrations invol

One (1)

7. Amount of Fee Enclosed or Authorized to Charged:

\$40.

8. The Commissioner is hereby authorized to ch any deficiency in payment of the required fee(credit any overpayment to Deposit Account No 50-0436.

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DO NOT USE THIS SPACE

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9. Date of Execution of attached Document: April 30, 2001

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

May 4, 2001

Date

John H. Weber

QUARTERLY INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, Waukesha Electric Systems, Inc., a Wisconsin corporation having offices at 700 Terrace Point Drive, P.O. Box 3301, Muskegon, Michigan 49443 (the "Company"), to the best of its information and belief is the owner of the entire right, title and interest in and to the trade secrets and know-how created and used by the Company, in connection with the Company's business during the preceding calendar quarter, along with the trademarks, both registered and unregistered, the trademark applications, the trade names, both registered and unregistered, the trade name applications, the patents and patent applications all identified in the accompanying schedule (hereinafter "IP Rights"); and

WHEREAS, GSPS Development Corporation, a Delaware corporation having offices at 700 Terrace Point Drive, P.O. Box 3301, Muskegon, Michigan 49443 ("DevCorp") is desirous of acquiring all of the Company's IP Rights together with that part of the goodwill of the business connected with the use of and symbolized by the relevant IP Rights;

NOW, THEREFORE, in consideration of the issuance by DevCorp to the Company of 100 shares of common stock, par values \$.01 per share, of DevCorp, which shares represent 100% of the outstanding capital stock of DevCorp at the time of issuance, the receipt and sufficiency whereof is hereby acknowledged, the Company and DevCorp agree as follows:

1. The Company hereby assigns, transfers and conveys unto DevCorp its entire right, title and interest in, to and under the IP Rights together with the right of DevCorp to sue and recover damages for future or past infringements thereof and to fully and entirely stand in the place of the Company in all matters related thereto.

2. The Company agrees to take such further action and execute upon the request of DevCorp such additional documents as are necessary to continue, secure, defend, register, and otherwise give full effect to and perfect all rights of DevCorp under this Assignment, and said documents shall include any and all documents necessary to register, in the name of DevCorp, the assignment of each of the IP Rights assigned hereunder.

In testimony whereof, the Company has signed below, by its duly authorized legal representative, effective the day executed below.

WAUKESHA ELECTRIC SYSTEMS, INC.

By:  _____

Typed Name: Christopher J. Kearney

Title: Vice President

Date: April 30, 2001

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SCHEDULE

All trade secrets and know-how created and used by the Company during the calendar quarter January 1, 2001 to March 31, 2001;

United States Patent No. 6,062,821 Issued May 16, 2000;

United States Patent No. 5,416,458 Issued May 16, 1995;

United States Patent No. 5,808,536 Issued September 15, 1998;

ELR, USPTO Trademark Reg. No. 1,920,754.

DC: #182630 v1 (3WX201!.DOC)

DC: #181172 v1 (3VSK01!.DOC)

RECORDED: 05/04/2001

TRADEMARK
REEL: 002298 FRAME: 0232