

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Vogt-NEM, Inc.		12/17/2003	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Vogt Power International Inc.
<b>Street Address:</b>	4000 Dupont Circle
<b>City:</b>	Louisville
<b>State/Country:</b>	KENTUCKY
<b>Postal Code:</b>	40207
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2197410	VOGT
Registration Number:	1827926	EXCELLENCE-IN-HEAT-RECOVERY

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(919)755-6096
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	919-755-2109
<b>Email:</b>	mtepper@wcsr.com
<b>Correspondent Name:</b>	Maury M. Tepper, III
<b>Address Line 1:</b>	PO Box 831
<b>Address Line 4:</b>	Raleigh, NORTH CAROLINA 27602

<b>ATTORNEY DOCKET NUMBER:</b>	28584.2.6
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<b>NAME OF SUBMITTER:</b>	Maury M. Tepper, III
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<b>Total Attachments: 1</b> source=Vogt Assignment2#page1.tif
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TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment"), dated as of December 17, 2003, is from Vogt-NEM, Inc., a Delaware corporation ("Assignor"), to Vogt Power International Inc., a Delaware corporation ("Assignee").

WITNESSETH:

*WHEREAS*, Assignor is the record owner of the trademark and the related United States trademark registrations VOGT, Registration No. 2,197,410, and EXCELLENCE-IN-HEAT-RECOVERY, Registration No. 1,827,926, (collectively, the "Marks");

*WHEREAS*, Assignor desires to assign to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business, and all common law rights, associated with the Marks; and

*WHEREAS*, Assignee desires to acquire the Marks, together with the goodwill of the business, and all common law rights, associated with the Marks; and

*WHEREAS*, Assignor and Assignee desire to confirm the assignment of the Marks to Assignee.

*NOW, THEREFORE*, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor hereby assigns, transfers and conveys to Assignee all right, title and interest in and to the Marks, together with (a) the goodwill of the business symbolized by the Marks, (b) any and all common law rights, title and interest associated with the Marks, and (c) all causes of action, claims and demands and other rights for, or arising from, any infringement, including past infringements, of the Marks.
2. Assignor represents and warrants to Assignee that: (a) Assignor has not previously transferred, assigned, or otherwise encumbered the Marks; and (b) Assignor will not take any action to interfere with Assignee's right, title and interest in and to the Marks, the goodwill of the business associated therewith, and the common law rights therein and thereto.
3. Assignor further represents and warrants to Assignee that, upon execution and delivery of this Assignment, Assignee will be vested with all right, title and interest in and to the Marks, free and clear of all liens, licenses or other encumbrances.
4. Assignor further agrees, without further consideration, to cause to be performed such other lawful acts and to be executed such confirmatory assignments and other legal documents as Assignee, or its counsel, may from time to time reasonably request to effect fully

this Assignment and to permit Assignee to be duly recorded as the legal and registered owner of the Marks and all of the rights hereby conveyed.

*IN WITNESS WHEREOF*, Assignor and Assignee have executed this Assignment as of the date first written above.

**ASSIGNOR:**

VOGT-NEM, INC

By: 

Printed Name: Marc Horvay, Ph.D.

Title: President & CEO

**ASSIGNEE:**

VOGT POWER INTERNATIONAL INC

By: 

Printed Name: Marc Horvay, Ph.D.

Title: President & CEO