



11-28-2003

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Waukesha Electric Systems, Inc.**

- Individual(s)
- General Partnership
- Corporation of Wisconsin
- Other
- Association
- Limited Partnership

Date of execution of attached Document: November 19, 2003

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

2. Name and address of receiving party(ies):

Name: **GSPS Development Corporation**

Address: 13515 Ballantyne Corporate Place

City: Charlotte State/Country: NC ZIP: 28277

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation of Delaware _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration Number(s): **2,755,451**

C. Additional numbers attached? Yes No.

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John H. Weber
Internal Address: BAKER & HOSTETLER LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2036

Atty. Dkt. No.: 87291.01012

(Attach duplicate copy of this page if paying by deposit account)

11/26/2003 BBT/ME 0000061 2755451
01 FC:8521 40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John H. Weber
Name of Person Signing

Signature

November 24, 2003
Date

Total number of pages comprising cover sheet:

QUARTERLY INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, this Assignment is made between Waukesha Electric Systems, Inc., a Wisconsin corporation having offices at 13515 Ballantyne Corporate Place, Charlotte, North Carolina 28277 (the "Company") and GSPS Development Corporation, a Delaware corporation having offices at 13515 Ballantyne Corporate Place, Charlotte, NC 28277 ("DevCorp");

WHEREAS, 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 calendar quarter, July 1, 2003 to September 30, 2003, 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, if any, all identified in the accompanying schedule (hereinafter "IP Rights"); and

WHEREAS, 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, to be effective as of October 1, 2003.

WAUKESHA ELECTRIC SYSTEMS, INC.

By:  _____

Typed Name: Christopher J. Kearney

Title: Vice President

Date: November 19, 2003

SCHEDULE

I. Trade Secrets and Know-How:

All trade secrets and know-how created and used by the Company during the calendar quarter July 1, 2003 to September 30, 2003.

II. Trademarks:

PSD; USPTO Trademark Registration No.: 2,755,451; Registration dated August 26, 2003.