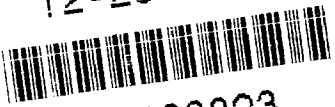


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Wabash Magnetics, LLC
Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Delaware Capital Formation, Inc.
Internal Address:
Street Address: 1403 Foulk Road, Ste. 102
City: Wilmington State: DE Zip: 19803-2755
Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment, Merger, Security Agreement, Change of Name, Other
Execution Date: 12/2/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 759,128
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Roberta L. Christensen
Internal Address: Koley Jessen P.C.
Street Address: One Pacific Place, Ste. 800
1125 South 103 Street
City: Omaha State: NE Zip: 68124

7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed, Authorized to be charged to deposit account
8. Deposit account number: 50-0771
(Attach duplicate copy of this page if paying by deposit account)

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.
Roberta L. Christensen
Signature: [Handwritten Signature] Date: 12/17/03

12/24/2003 DBYRNE 00000150 739128

Total number of pages including cover sheet, attachments, and document: 3

01 FC:8521 40.00 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002886 FRAME: 0242

TRADEMARK ASSIGNMENT

WHEREAS, WABASH MAGNETICS, LLC, a Delaware limited liability company, having a place of business at 1450 First Street, Wabash, Indiana 46992 (hereinafter "Assignor"), owns and has adopted the trademarks listed in the Schedule attached hereto;

WHEREAS, DELAWARE CAPITAL FORMATION, INC., a Delaware corporation, having a place of business at 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803-2755 (hereinafter "Assignee") desires to acquire all right, title and interest to all of said trademarks, the common law rights associated therewith and the registrations and applications therefor, in the United States and countries foreign thereto, and all of the goodwill of the business associated with the use of and symbolized by said trademarks;

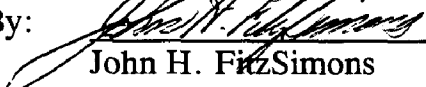
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, the entire right, title and interest in the trademarks listed in the Schedule attached hereto, the common law rights associated therewith and the registrations and applications therefor, in the United States and countries foreign thereto, and all of the goodwill of the business associated with the use of and symbolized by said trademarks together with all claims for damages by reason of past, present, and future infringement of the rights assigned under this Trademark Assignment, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns, and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this transfer to Assignee had not been made.

For the above consideration, Assignor agrees promptly upon reasonable request of Assignee, its successors or assigns, to execute and deliver without further compensation any papers which may be necessary or desirable fully to secure to Assignee, its successors and assigns, the trademarks and any rights therein, in the United States and in any country foreign thereto.

IN WITNESS WHEREOF, Wabash Magnetics, LLC, by its duly authorized representative, does hereby set its hand and seal as of the day and year indicated above.

WABASH MAGNETICS, LLC

Dated: 12/2/03

By: 

John H. FitzSimons
Secretary and Vice President

**SCHEDULE
TO
TRADEMARK ASSIGNMENT**

TRADEMARK	COUNTRY	REGISTRATION NUMBER	REGISTRATION DATE
WM & Design	United States	759,128	October 29, 1963
WABASH MAGNETICS	Common law	Common law	Common law

235215.1

RECORDED: 12/22/2003

**TRADEMARK
REEL: 002886 FRAME: 0244**