

05-10-2004

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RECORDATION FOR
TRADEMARK



To the Honorable Commissioner of Patents and Trademarks, Please

102742013

copy thereof.

1. Name of conveying party(ies): **2004 MAY -6 PM 2: 43**
THE ELECTRUM GROUP LTD
FINANCE SECTION
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New Jersey
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: **EATON ELECTRICAL INC.**
 Internal Address: **ATTN: D. S. KALKA**
 Street Address: **1000 CHERRINGTON PARKWAY**
 City: **MOON TOWNSHIP** State: **PA** Zip: **15108**
 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: March 15, 2004

4. Application number(s) or registration(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s) **2778674**
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Attorney: **DANIEL S. KALKA**
 Name: **EATON CORPORATION**
 Internal Address: **PATENT LAW DEPARTMENT**
 Street Address: **EATON CENTER**
1111 SUPERIOR AVENUE
 City: **CLEVELAND** State: **OHIO** Zip: **44114-2584**

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: **05-0275**
 (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.
DANIEL S. KALKA *Daniel S. Kalka* **APRIL 30, 2004**
 NAME of SENDER SIGNATURE OF SENDER DATE
 Total number of pages comprising cover sheet, attachments, and document: **2**

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
 Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231
 Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

05/07/2004 BTM11 0000062 050275 2778674
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TRADEMARK ASSIGNMENT

The Electrum Group Ltd., a New Jersey corporation, having a principal place of business at 1460 Route 9 North, Woodbridge, NJ 07095 ("ASSIGNOR"), is the owner of and has adopted, used and is using the trademarks and service marks listed on Exhibit A attached hereto ("Marks"). Assignor warrants that it is the sole and exclusive owner of the Marks, and that the Marks are free and clear of any and all liens and encumbrances and restrictions of any nature, and that ASSIGNOR has full power and authority to assign the Marks.

Eaton Electrical Inc., a Delaware corporation, having a principal place of business at 1000 Cherrington Parkway, Moon Township, PA 15108 ("ASSIGNEE"), is desirous of acquiring the entire right, title and interest in and to the Marks, acquiring the goodwill of the business in which the Marks are used, and completing certain transactions contemplated by that certain Asset Purchase Agreement dated March 15, 2004 among, between others, ASSIGNOR and ASSIGNEE.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by ASSIGNOR from ASSIGNEE, ASSIGNOR: (1) hereby sells, assigns and transfers to ASSIGNEE, its successors and assigns, all right, title and interest in and to the Marks together with the goodwill of the business in which the Marks are used, and together with and including all rights of enforcement with respect thereto, all choses in action related thereto, all rights of action from confusingly similar marks, all rights to claims for such relief as may be appropriate including claims for damages by reason of past or future infringement or adverse use thereof, and all rights to sue, collect or recover for the same; and (2) agrees to, upon request of ASSIGNEE, execute all rightful oaths, assignments, and powers of attorney, and do all reasonable acts, which may be necessary and proper to carry out the intent and purpose of this Assignment of Trademarks.

IN WITNESS WHEREOF, each of ASSIGNOR AND ASSIGNEE have caused this Assignment of Trademarks to be duly executed and delivered by their respective duly authorized representatives as of the date first written above.

THE ELECTRUM GROUP LTD.

EATON ELECTRICAL INC.

By: [Signature]
Name BRANDY M. ALBANO
Title President

By: _____
Name: _____
Title: _____

And By: [Signature]
Name JEFFREY ZEHNER
Title Secretary

And By: _____
Name _____
Title _____

[TRADEMARK ASSIGNMENT SIGNATURE PAGE]

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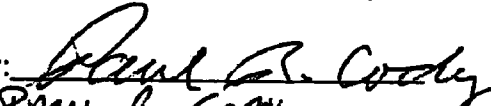
THE ELECTRUM GROUP LTD.

EATON ELECTRICAL INC.

By: _____
Name _____
Title _____

By: 
Name: R. Mark Cox
Title: Director Business Development

And By: _____
Name _____
Title _____

And By: 
Name PAUL R. COODY
Title GENERAL MANAGER E-ESS

[TRADEMARK ASSIGNMENT SIGNATURE PAGE]

EXHIBIT A

TRADEMARKS

1. Electrum-OnLine trademark - Reg. No. 2,696,811
2. Electrum-OnSite trademark - Reg. No. 2,696,810
3. Fusing Knowledge and Power trademark - Reg. No. 2,778,674
4. Electrum-OnGuard trademark (Unregistered)

STATE OF NEW JERSEY)
) SS:
COUNTY OF _____)

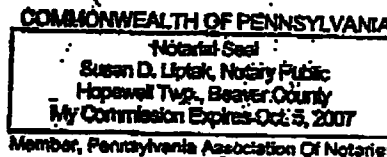
On this 15th day March, 2004, before me personally appeared _____ and _____, to me known, who, being by me duly sworn, did depose and say that they are the _____ and _____, respectively, of The Electrum Group Ltd., the corporation described in and which executed the foregoing instrument, that said instrument was executed with the authorization by the board of directors of said corporation, and that they signed their names thereto by like authorization.

Notary Public

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 15th day of March, 2004, before me personally appeared Paul R. Cody and R. Mark Cox, to me known, who, being by me duly sworn, did depose and say that they are the General Mgr, E-ESS and Director, Bus.Dev., respectively, of Eaton Electrical Inc., the corporation described in and which executed the foregoing instrument, that said instrument was executed with the authorization by the board of directors of said corporation, and that they signed their names thereto by like authorization.

Susan D. Liptak 3/15/04
Notary Public



STATE OF NEW JERSEY)

) SS:

COUNTY OF Middlesex)

On this 15th day March, 2004, before me personally appeared DEAN M AVARNA and JENNIFER ZEHOR, to me known, who, being by me duly sworn, did depose and say that they are the President and Secretary, respectively, of The Electrum Group Ltd., the corporation described in and which executed the foregoing instrument, that said instrument was executed with the authorization by the board of directors of said corporation, and that they signed their names thereto by like authorization.

Marcy Moriarty
Commission Expires 9-10-2008
Notary Public

STATE OF PENNSYLVANIA)

) SS:

COUNTY OF ALLEGHENY)

On this 15th day of March, 2004, before me personally appeared _____ and _____, to me known, who, being by me duly sworn, did depose and say that they are the _____ and _____, respectively, of Eaton Electrical Inc., the corporation described in and which executed the foregoing instrument, that said instrument was executed with the authorization by the board of directors of said corporation, and that they signed their names thereto by like authorization.

Notary Public

CERTIFICATION

I, DANIEL S. KALKA, Attorney at Law and Notary Public in and for the State of Ohio, United States of America, hereby certify that the attached document is a true and exact copy of the "TRADEMARK ASSIGNMENT FROM THE ELECTRUM GROUP LTD. TO EATON ELECTRICAL INC. "

(SEAL)

Daniel S. Kalka

Daniel S. Kalka

April 29, 2004

(Date)

DANIEL S. KALKA
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
My Commission Has No Expiration Date
Section 147.03 RC