

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	01/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Waukesha Electric Systems, Inc.		02/09/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GSPS Development Corporation
Street Address:	13515 Ballantyne Corporate Place
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28277
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2914771	WORLDBOX

CORRESPONDENCE DATA

Fax Number: (202)861-1783
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-861-1500
 Email: Trademarks@bakerlaw.com
 Correspondent Name: John H. Weber
 Address Line 1: 1050 Connecticut Avenue, NW
 Address Line 2: Washington Square, Suite 1100
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	John W. Weber
Signature:	/JHW/
Date:	02/24/2005

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Total Attachments: 3
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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, October 1, 2004 to December 31, 2004, along with the registered trademarks and issued patents, if any, 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;

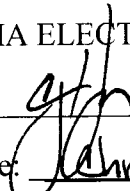
NOW, THEREFORE, in consideration of the issuance by DevCorp to the Company of 100 shares of common stock, par values \$.01 per share, of DevCorp, which shares represent 100% of the outstanding capital stock of DevCorp at the time of issuance, the receipt and sufficiency whereof is hereby acknowledged, 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 January 1, 2005.

WAUKESHA ELECTRIC SYSTEMS, INC.

By: 

Typed Name: Christopher J. Kearney

Title: Vice President and Secretary

Date: 2/9/05

SCHEDULE

I. Trade Secrets and Know-How:

All trade secrets and know-how created and used by the Company during the calendar quarter October 1, 2004 to December 31, 2004.

II. Trademarks

WORLDBOX, USPTO Registration No.: 2,914,771;
Registered December 28, 2004.