

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Elgar Holdings, Inc.		12/29/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Elgar Electronics Corporation
Street Address:	9250 Brown Deer Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2596187	CONTINUOUSWAVE
Registration Number:	2684819	CW
Registration Number:	2781232	ELGAR
Registration Number:	2548827	ELGAR
Registration Number:	2548823	ELGAR
Registration Number:	2796705	ELGAR
Registration Number:	2548822	EW
Registration Number:	2551585	GUPS
Registration Number:	2788297	POWERTEN
Registration Number:	2203753	POWER TEN INC.
Registration Number:	2713410	POWERTEN
Registration Number:	2624856	SMARTWAVE
Registration Number:	0972782	SORENSEN
Registration Number:	2548824	SW

CH \$390.00 2596187

Registration Number:	2624857	TW
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CORRESPONDENCE DATA

Fax Number: (917)777-2517
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-735-2517
Email: oepstein@skadden.com
Correspondent Name: Oren Epstein
Address Line 1: 4 Times Square
Address Line 2: 30-112
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	084950/4
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NAME OF SUBMITTER:	Oren Epstein
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Signature:	/oe/
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Date:	12/29/2006
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Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated as of December 29, 2006 ("Assignment"), is by Elgar Holdings, Inc. (formerly known as Elgar Electronics Corporation), a Delaware corporation (the "Assignor"), in favor of Elgar Electronics Corporation, a Delaware corporation and wholly owned subsidiary of Assignor (the "Assignee").

W I T N E S S E T H

WHEREAS, Assignor is the owner of the trademarks listed on Schedule A hereto (the "Trademarks"); and

WHEREAS, Assignor and Assignee are parties to that certain Contribution and Assumption Agreement, dated December 29, 2006 (the "Contribution and Assumption Agreement"), pursuant to which Assignor has agreed to assign to Assignee the Trademarks, among other assets.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, and deliver to Assignee, for its own use and enjoyment, and for the use and enjoyment 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 Assignment had not been made, all of Assignor's right, title, and interest in and to the Trademarks and any renewals thereof, together with the goodwill symbolized by and associated with the business conducted under said trademarks in the United States and in all foreign countries and jurisdictions, together with all income, royalties, damages, claims and payments now or hereafter due or payable with respect thereto, and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for any and all legal and equitable claims for past, present and/or future infringement, damages, or other unauthorized use of the rights assigned to Assignee hereunder.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner and proprietor of the rights hereby conveyed.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed as of the date above first written.

ASSIGNOR:

ELGAR HOLDINGS, INC.

By: John P. Mei
Name: John P. Mei
Title: CFO

Acknowledged and
Accepted:

ASSIGNEE:

ELGAR ELECTRONICS CORPORATION

By: John P. Mei
Name: John P. Mei
Title: CFO

[Trademark Assignment]

222882-Palo Alto Server 1A

TRADEMARK
REEL: 003452 FRAME: 0972

SCHEDULE A

TRADEMARKS

Trademarks	Reg. No. (App. No.)	Reg. Date (App. Date)	Status
CONTINUOUSWAVE	2,596,187	7/16/2002	Registered
CW	2,684,819	2/4/2003	Registered
ELGAR	2,781,232	11/11/2003	Registered
ELGAR	2,548,827	3/19/2002	Registered
ELGAR (Stylized letters)	2,548,823	3/19/2002	Registered
ELGAR (Stylized letters)	2,796,705	12/23/2003	Registered
EW	2,548,822	3/19/2002	Registered
GUPS	2,551,585	3/26/2002	Registered
POWERTEN	2,788,297	12/2/2003	Registered
POWER TEN INC. and Design	2,203,753	11/17/1998	Registered
POWERTEN (Stylized Letters)	2,713,410	5/6/2003	Registered
SMARTWAVE	2,624,856	9/24/2002	Registered
SORENSEN	972,782	11/13/1973	Registered
SW	2,548,824	3/19/2002	Registered
TW	2,624,857	2,624,857	Registered