

Execution Copy

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT ("Assignment") is made this 29th day of June, 2001 by and between MagneTek, Inc., a Delaware corporation ("Assignor") and Parallax Power Components, LLC, a Delaware limited liability corporation ("Assignee").

WHEREAS, pursuant to an Asset Purchase Agreement, dated of even date herewith, to which Assignor and American Circuit Breaker Corporation, a New York Corporation ("ACB"), are parties (the "Asset Purchase Agreement"), ACB has agreed to purchase the Assets, including the Intellectual Property (as such terms are defined in the Asset Purchase Agreement);

WHEREAS, Parallax is a successor-in-interest to ACB's interest in the Assets pursuant to the terms of the Asset Purchase Agreement; and

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor has agreed to execute this Assignment in favor of Assignee.

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants contained herein, and for the other good and valuable consideration, the receipt and sufficiency of is hereby acknowledged by Assignor, Assignor hereby irrevocably grants, assigns and conveys to Assignee Assignor's entire right, title and interest in and to the United States and foreign patents and patent applications described on Schedule A attached hereto, and any reissues, extensions, substitutions, confirmations, divisions, and continuations of any of the foregoing, to be held and enjoyed by Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment not been made.

IN WITNESS WHEREOF, Seller has caused this Patent Assignment to be executed and delivered as of the date first written above.

STATE OF New York)
COUNTY OF New York)

Subscribed and sworn to me
this 29th day of June, 2001

Kathie Birkin
Notary Public

My Commission Expires: _____

MAGNETEK, INC. (ASSIGNOR)

By: John P. Colling, Jr.
Name: John P. Colling, Jr.
Title: Vice President and Treasurer

KATHIE BIRKIN
Notary Public, State of New York
No. 0161499346
Qualified in New York County
Commission Expires July 16, 2002

Exhibit AUnited States Patents

1. "Plastic Tube and Method and Apparatus for Manufacturing" Patent No. 5,885,676
2. "Metallized Film Capacitor Construction" Patent No. 5,107,393
3. "Metallized Film Capacitor" Patent No. 4,897,761
4. "Capacitor and Method of Manufacture" Patent No. 4,812,941
5. "Dielectric Fluid for a Metallized Film Capacitor" Patent No. 4,931,900
6. "Capacitor with Integral Discharge Resistor and Method of Making Same" Patent No. 4,599,676
7. "Transformer with Layer-Wound and Random Wound Windings" Patent No. 4,914,413

Foreign Patents and Patent Applications

1. Austria - No. 76533
2. Brazil - No. 8605365
3. Canada - No. 1264185
4. Germany - No. 3685385
5. Europe - No. 215021
6. Japan - No. 95044125
7. Canada - No. 2046227
8. Europe - No. 487828
9. Mexico - No. 9102163

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