

Form PTO-1595 (Rev. 03/05)
OMB No. 0651-0027 (exp. 6/30/2005)

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

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

01SC090US8

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Rockwell Scientific Licensing, LLC

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: ColdWatt, Inc.

Internal Address: _____

Street Address: 13809 Research Blvd., Suite 475

City: Austin

State: TX

Country: US Zip: 78750

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) 02-25-2005

- Assignment Merger
- Security Agreement Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application or patent number(s):

A. Patent Application No.(s) 10/302,095

This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Glenn W. Boisbrun

Slater & Matsil, L.L.P.

Internal Address: _____

Street Address: 17950 Preston Rd.

Suite 1000

City: Dallas

State: TX Zip: 75252

Phone Number: 972-732-1001

Fax Number: 972-732-9218

Email Address: boisbrun@slater-matsil.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-1065

Authorized User Name Glenn W. Boisbrun

9. Signature:



Signature

November 8, 2005

Date

Glenn W. Boisbrun, Reg. No. 39,615

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

CHI \$40.00 501065 10302095

ASSIGNMENT OF RSL PATENT ASSETS

WHEREAS, ROCKWELL SCIENTIFIC LICENSING, LLC, ("RSL") ("the Assignor") a Delaware limited liability company located at 1049 Camino Dos Rios, Thousand Oak, California 91360, owns certain patent applications (listed on Attachment 1) ("the RSL Assets");

WHEREAS, GTI POWER SYSTEMS INC. ("GPI"), a Delaware corporation ("the Assignee") located at 375 Park Avenue, New York, NY 10152, desires to acquire and RSL desires to assign to GPI, all of the Assignor's rights in the RSL Assets;

NOW, THEREFORE, the Assignor, for itself and its predecessors in interest for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby ASSIGN to the Assignee, all right, title and interest in the RSL Assets, this assignment including, but not being limited to:

1. The PATENT APPLICATIONS listed on Attachment 1;
2. All rights of action on account of past, present, and future unauthorized use or infringement of the RSL Assets and, but not limited to all rights to damages so accrued;
3. The right, where allowed by law, to file in the name of Assignee applications for patent and like protection for any one or more of the RSL Assets in any country or countries foreign to the United States;
4. All international and domestic rights or priorities associated with any one of the RSL Assets; and
5. Governing Law. Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Assignment shall be governed by and construed in accordance with the laws of the State of California without giving effect to principles of conflicts or choice of laws thereof.

EXECUTED on the EFFECTIVE DATE indicated below:

Date: 2/25/05

Assignor: ROCKWELL SCIENTIFIC LICENSING, LLC




 Name: JOSEPH COTE
 Title: PRESIDENT

THE STATE OF [California]
 COUNTY OF [Ventura]

§
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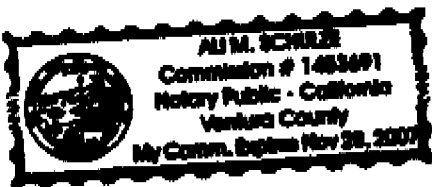
This instrument was acknowledged by Ali M. Schuler this the 25th day of
February, 2005.

(Seal)



 Notary Public in and for the State of [California]

My commission expires: November 28, 2007



Attachment 1				
PATENT NO./ PUB. NO./ APP. NO.	TITLE	FILING DATE	ISSUE/PUBL. DATE	INVENTORS
10/992,064	Winding Structures for Efficient Switch-Mode Power Converters.	08/19/04		Vivek Mehrota, Jian Sun
10/922,066	Vertical Winding Structures and Construction for Planar Magnetics.	08/19/04		Vivek Mehrota, Jian Sun
10/837,552	Synthesis of Magnetic or Phosphorescent Nanocomposites.	04/30/04		Vivek Mehrota, IB Goldberg
2003/0198087 A1 10/302,095	Core Structure and Interleaved DC-DC Converter Topologies.	11/21/02	10/23/03	Jian Sun, Xiukuan Jing
2003/0197585 A1 10/126,477	Core Structure.	04/18/02	10/23/03	Sriram Chandrasekaran, Vivek Mehrota, Jian Sun
10/922,082	Vertically Packaged, Switched Mode Power Converters.	08/19/04		Vivek Mehrota, Jian Sun
10/922,067	Extended E Matrix Integrated Magnetics (MIM) Core.	08/19/04		Sriram Chandrawsekaran, Vivek Mehrota

CERTIFICATE OF AMENDMENT
OF
INNOVATIVE TECHNOLOGY LICENSING, LLC

1. The name of the limited liability company is Innovative Technology Licensing, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the Limited Liability Company is Rockwell Scientific
Licensing, LLC.

3. This Certificate of Amendment shall be effective on October 1, 2003.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Innovative Technology Licensing, LLC, this 19 day of September, 2003.



Authorized Person

Delaware

PAGE 1

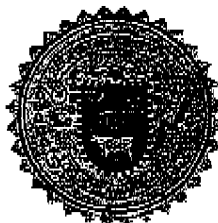
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GTI POWER SYSTEMS INC.", CHANGING ITS NAME FROM "GTI POWER SYSTEMS INC." TO "COLDWATT, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2005, AT 4:22 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3793225 8100

050220424



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3749189

DATE: 03-17-05

PATENT
REEL: 016986 FRAME: 0780

**CERTIFICATE OF AMENDMENT NO. 1
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GTI POWER SYSTEMS INC.
a Delaware corporation**

GTI Power Systems Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies:

FIRST: That the Corporation was originally formed as a limited liability company under the laws of the State of Delaware, having filed its Certificate of Formation on April 21, 2004, under the name GTI Power Systems LLC. It then filed a Certificate of Conversion on April 29, 2004, under the name GTI Power Systems, Inc., and filed a Certificate of Incorporation on the same date; and

SECOND: That the Board of Directors duly adopted resolutions proposing to amend the Corporation's Amended and Restated Certificate of Incorporation (the "*Certificate*") as follows below, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor; and

THIRD: That the following amendment was duly adopted and approved in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the written consent of the required percentage of stockholders of the Corporation on March 16, 2005:

Article I of the Certificate is amended and restated to read in its entirety as follows:

"The name of the Corporation is ColdWatt, Inc."

In witness hereof, the undersigned officer has executed this First Certificate of Amendment to the Amended and Restated Certificate of Incorporation of GTI Power Systems Inc. this 16th day of March, 2005.

/s/ Jonathan Schulhof
Jonathan Schulhof
Vice President and Secretary

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:36 PM 03/16/2005
FILED 04:22 PM 03/16/2005
SRY 050220424 - 3793225 FILE*

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/s/ Jonathan Schulhof
Jonathan Schulhof
Vice President and Secretary