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 04RSC066	
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.	
Name of conveying party(ies)	2. Name and address of receiving party(ies)
Rockwell Scientific Licensing, LLC	Name: ColdWatt, Inc.
	Internal Address:
Additional name(s) of conveying party(les) attached? Yes X No	
Nature of conveyance/Execution Date(s): Execution Date(s) 02-25-2005	Street Address: 13809 Research Blvd., Suite 475
X Assignment Merger	
Security Agreement Change of Name	City: Austin
Joint Research Agreement	State: TX
Government Interest Assignment	Country: US Zip: 78750
Executive Order 9424, Confirmatory License Other	Additional name(s) & address(es) attached? Yes X No
Application or patent number(s): A. Patent Application No.(s) 10/922,067 B. Patent No.(s) B. Patent No.(s)	
Additional numbers attached? Yes X No	
Name and address to whom correspondence concerning document should be mailed:	Total number of applications and patents involved:
Name <u>; Glenn W. Boisbrun</u>	7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00
Slater & Matsil, L.L.P.	Authorized to be charged by credit card
Internal Address:	X Authorized to be charged to deposit account
Street Address: 17950 Preston Rd.	Enclosed
Suite 1000	None required (government interest not affecting title)
City: Dallas	8. Payment Information
State: <u>TX</u> Zip: <u>75252</u>	
Phone Number: 972-732-1001	a, Credit Card Last 4 NumbersExpiration Date
Fax Number: 972-732-9218	
Email Address:boisbrun@slater-matsll.com	b. Deposit Account Number 50-1065
	Authorized User Name Glenn W. Boisbrun
9. Signature:	October 5, 2006
Signature	Date Total number of pages including cover
Glenn W. Boisbrun, Reg. No. 39,615	sheet, attachments, and documents: 7
Name of Person Signing	

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

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. ("GTI"), a Delaware corporation ("the Assignee") located at 375 Park Avenue, New York, NY 10152, desires to acquire and RSL desires to assign to GTI, 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:

- 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. <u>Governing Law</u>. 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.

Page 1 of 2

EXECUTED on the EFFECTIVE DATE indicated below:

Date: 2/25/05

Assignor: ROCKWELL SCIENTIFIC LICENSING, LLC

Namez Title:

PRESIDENT.

THE STATE OF [California]

§ §

COUNTY OF [Ventura.]

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This instrument was acknowledged by Ali M. Schulzen this the 25th day of

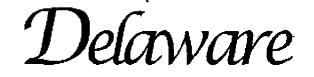
February, 2005.

(Seal)

Notary Public in and for the State of [Californ ra]

My commission expires: November 28, 2007





PAGE :

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

Darriet Smith Windson

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3749189

DATE: 03-17-05

PATENT REEL: 018372 FRAME: 0191 · 使从来 。 "你 "

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CERTIFICATE OF AMENDMENT NO. 1 TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION 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 SRV 050220424 - 3793225 FILE

AUS:567501.1

PATENT REEL: 018372 FRAME: 0192

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/s/ Jonathan Schulhof
Jonathan Schulhof
Vice President and Secretary

AUS:567501.1

RECORDED: 10/05/2006

PATENT REEL: 018372 FRAME: 0193