PATENT ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

 SUBMISSION TYPE:
 NEW ASSIGNMENT

 NATURE OF CONVEYANCE:
 ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
Rockwell Scientific Company, LLC	02/25/2005

RECEIVING PARTY DATA

Name:	GTI Power Systems Inc.		
Street Address:	13809 Research Blvd., Suite 475		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78750		

PROPERTY NUMBERS Total: 2

Property Type	Number	
Application Number:	10080142	
Application Number:	10080026	

CORRESPONDENCE DATA

Fax Number: (972)732-9218

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 972-732-1001

Email: hunt@slater-matsil.com

Correspondent Name: Glenn W. Boisbrun
Address Line 1: Slater & Matsil, L.L.P.

Address Line 2: 17950 Preston Rd., Suite 1000

Address Line 4: Dallas, TEXAS 75252

NAME OF SUBMITTER: Dusty D. Hunt

Total Attachments: 3

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ASSIGNMENT OF RSC PATENT ASSETS

WHEREAS, ROCKWELL SCIENTIFIC COMPANY, LLC, ("RSC") ("the Assignor") a Delaware limited liability company located at 1049 Camino Dos Rios, Thousand Oak, California 91360, owns certain patents (listed on Attachment 1) ("the RSC 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 RSC desires to assign to GTI, all of the Assignor's rights in the RSC 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 RSC Assets, this assignment including, but not being limited to:

- 1. The PATENTS listed on Attachment 1;
- 2. All rights of action on account of past, present, and future unauthorized use or infringement of the RSC 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 RSC 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 RSC 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:

	1. 1. 1.
Date:	2/25/05
	•

Assignor: ROCKWELL SCIENTIFIC COMPANY, LLC

Name: James F King Title: CFO

THE STATE OF [California]

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COUNTY OF [· Ventura]

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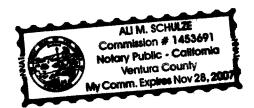
This instrument was acknowledged by Air M. Schulzon this the 25 m day of

February , 2005.

(Seal)

Notary Public in and for the State of [Cali forma]

My commission expires: November 28, 2007



Attachment 1						
PATENT NO./ PUB. NO./ APP. NO.	TITLE	FILING DATE	ISSUE/PUBL. DATE	INVENTORS		
6,549,436 10/080,142	Integrated Magnetic Converter Circuit and Method with Improved Filtering.	02/21/02	04/15/03	Kenneth F. Webb, Jian Sun		
6,775,159 10/080,026	Switching Power Converter Circuits Providing Main and Auxiliary Output Voltages.	02/21/02	08/10/04	Kenneth F. Webb, Jian Sun		