

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2010

**CONVEYING PARTY DATA**

Name	Execution Date
Cherokee International Corporation	12/23/2009

**RECEIVING PARTY DATA**

Name:	Lineage Power Corporation
Street Address:	601 Shiloh Road
City:	Plano
State/Country:	TEXAS
Postal Code:	75074

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	7342811

**CORRESPONDENCE DATA**

Fax Number: (972)480-8865  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 972-480-8800  
 Email: liz.schumacher@hittgaines.com  
 Correspondent Name: David H. Hitt, Hitt Gaines, P.C.  
 Address Line 1: P.O. Box 832570  
 Address Line 4: Richardson, TEXAS 75083

ATTORNEY DOCKET NUMBER:	LINE-7342811
NAME OF SUBMITTER:	David H. Hitt

Total Attachments: 8  
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**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**CHEROKEE INTERNATIONAL CORPORATION**  
**WITH AND INTO**  
**LINEAGE POWER CORPORATION**

This Agreement and Plan of Merger (this "Plan") is entered into as of December 23, 2009 by and between Lineage Power Corporation, a Nevada corporation ("Lineage Power"), and Cherokee International Corporation, a Delaware corporation and an affiliate of Lineage Power ("Cherokee").

Recitals

WHEREAS, this Plan is intended to accomplish the merger (the "Merger") of Cherokee with and into Lineage Power, with Lineage Power continuing as the surviving corporation (the "Surviving Corporation"), in accordance with the provisions of Section 92A.190 of the Nevada Revised Statutes (the "NRS") and the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL");

WHEREAS, the respective Boards of Directors of Lineage Power and Cherokee have approved and declared advisable the Merger and this Plan, in each case upon the terms and conditions set forth herein;

WHEREAS, Cherokee is authorized to issue one thousand (1,000) shares of common stock with the par value of \$0.001 per share (the "Cherokee Stock"), all of which have been issued and are outstanding;

WHEREAS, Lineage Power Holdings, Inc., a Delaware corporation ("Power Holdings"), is the current record and beneficial holder of all 1,000 shares of Cherokee Stock;

WHEREAS, Power Holdings is the sole stockholder of Lineage Power;

WHEREAS, Power Holdings has approved the Merger and this Plan, in each case upon the terms and conditions set forth herein; and

WHEREAS, the registered office of Lineage Power in Nevada is c/o CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706 and the registered office of Cherokee in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Wilmington, Delaware 19808.

NOW, THEREFORE, in consideration of the mutual premises, covenants and agreements contained herein, the parties hereby agree as follows:

1. In accordance with Section 92A.240 of the NRS and Section 252 of the DGCL, and upon the terms and conditions of this Plan, the Merger shall become effective on the later of January 1, 2010 at 8:59 p.m. Pacific Standard Time or such other time as Lineage Power and Cherokee shall agree (the "Effective Time"), and, as of the Effective Time and pursuant to Section 92A.190 of the NRS and Section 252 of the DGCL, Cherokee shall merge with and into Lineage Power, and upon such Merger Lineage

Power will be the Surviving Corporation; and, as of the Effective Time, the corporate existence of Lineage Power shall continue, and the separate corporate existence of Cherokee shall cease.

2. The Certificate of Incorporation and Bylaws of Lineage Power immediately prior to the Effective Time will be the Certificate of Incorporation and Bylaws, respectively, of the Surviving Corporation beginning at the Effective Time.

3. The directors and officers of Lineage Power as constituted immediately prior to the Effective Time will be the directors and officers, respectively, of the Surviving Corporation beginning at the Effective Time to serve in accordance with the Bylaws of the Surviving Corporation until their respective successors have been duly elected and qualified.

4. The Surviving Corporation may be served with process in the State of Nevada in any proceedings for enforcement of any obligation of the Surviving Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any proceeding to enforce any obligation which accrued before the Merger became effective or the rights of any dissenting stockholder of Lineage Power, and it does hereby irrevocably appoint the Secretary of State of Nevada as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Nevada is 601 Shiloh Road, Plano, Texas 75074, Attn: Stephen J. Gilhooly, until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State a different address for such purposes. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Nevada duplicate copies of such process, one of which copies the Secretary of State of Nevada shall forthwith send by registered mail to the Surviving Corporation.

5. The Surviving Corporation may be served with process in the State of Delaware in any proceedings for enforcement of any obligation of Cherokee as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 601 Shiloh Road, Plano, Texas 75074, Attn: Stephen J. Gilhooly, until Cherokee shall have hereafter designated in writing to the Secretary of State a different address for such purposes. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Cherokee.

6. At the Effective Time, each share of stock of Lineage Power outstanding immediately prior to the Effective Time will, without any action on the part of the holder of such share, remain issued and outstanding, and no cash or other consideration will be paid with respect to such share.

7. At the Effective Time, each share of Cherokee Stock that is outstanding immediately prior to the Effective Time that is owned by Power Holdings, will, by virtue of the Merger and without any action on the part of Power Holdings as holder of such Cherokee Stock, be canceled and retired and cease to exist, and no cash or other consideration will be delivered or deliverable in exchange thereof.

8. At the Effective Time, all rights, title and interests to all real estate and all other property owned by Cherokee and all other claims, goodwill, rights, entitlements, powers, privileges, immunities and franchises of Cherokee of any kind or character shall be vested in the Surviving Corporation without reversion or impairment, without further act or deed, and without any transfer or assignment having

for all liabilities and obligations of Cherokee of any kind or character, and any proceeding pending against Cherokee may be continued as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of Cherokee in any such proceeding.

9. This Plan shall be construed in accordance with and governed by the laws of the State of Nevada, without giving effect to principles of conflicts of law.

10. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

11. This Plan shall not confer any rights or remedies upon any person other than the parties hereto and their respective successors and assigns.

12. At any time prior to the Effective Time, this Plan may, to the extent permitted by the DGCL and the NRS, be supplemented, amended or modified by the Boards of Directors of Lineage Power and Cherokee.

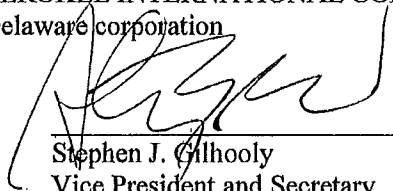
13. This Plan constitutes the entire agreement and supersedes all prior agreements and undertakings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof.

(Signature page follows.)

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first above written.

CHEROKEE INTERNATIONAL CORPORATION,  
a Delaware corporation

By:

  
\_\_\_\_\_  
Stephen J. Gilhooly  
Vice President and Secretary

LINEAGE POWER CORPORATION,  
a Nevada corporation

By:

  
\_\_\_\_\_  
Stephen J. Gilhooly  
Vice President and Secretary

Patent No.	Issued Date	Title	Applicants	Serial No.	Filed
7,342,811 B2	March 11, 2008	LOSSLESS CLAMP CIRCUIT FOR DC- DC CONVERTERS	Moshe Domb Amritlal H. Patel Jackie Tang	11/140,315	May 27, 2005

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CHEROKEE INTERNATIONAL CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "LINEAGE POWER CORPORATION" UNDER THE NAME OF "LINEAGE POWER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2009, AT 2:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2010, AT 11:59 O'CLOCK P.M.


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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7723528

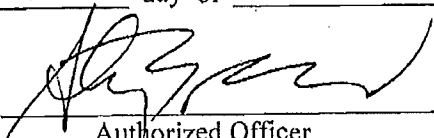
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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 23rd day of December, A.D., 209.

By:   
Authorized Officer

Name: Stephen J. Gilhooly  
Print or Type

Title: Vice President and Secretary

PATENT

RECORDED: 04/09/2010

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