

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Electrochem Commercial Power Delaware, Inc.		01/31/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Manufacturers and Traders Trust Company
Street Address:	One M&T Plaza
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14240
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78874158	ONE SUPPLIER ONE WARRANTY
Serial Number:	78874186	IPS
Registration Number:	1614256	EAC
Registration Number:	2263081	VIRTUALLY...ALL THE POWER YOU NEED
Registration Number:	2915423	POWERING A WORLD ON THE MOVE
Registration Number:	2300445	IBATTERY.COM IB
Registration Number:	2337264	IBATTERY.COM
Registration Number:	3143685	INTEGRATED POWER SOLUTIONS

CORRESPONDENCE DATA

Fax Number: (202)842-8465
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-842-8800
 Email: DCTrademarks@dbr.com, Andrea.Engel@dbr.com
 Correspondent Name: Linda T. Makings

OP \$215.00 78874158

Address Line 1: Drinker Biddle & Reath LLP
Address Line 2: 1500 K Street, N.W., Ste. 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER:	042858/216837
NAME OF SUBMITTER:	Andrea L. Engel
Signature:	/Andrea L. Engel/
Date:	02/06/2008

Total Attachments: 3
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GRANT OF SECURITY INTEREST

WHEREAS, ELECTROCHEM COMMERCIAL POWER DELAWARE, INC., a Delaware corporation ("Electrochem"), owns all right, title and interest in and to the trademarks and service marks listed on Schedule A attached hereto (the "Marks");

WHEREAS, Electrochem was formed by GREATBATCH LTD., a New York corporation, on or about October 22, 2007 in accordance with the Credit Agreement dated May 22, 2007 by and among the Borrower, MANUFACTURERS AND TRADERS TRUST COMPANY as administrative agent (together with its successors and assigns in such capacity, the "Agent") and the Lenders referred to therein, as the same may be amended, supplemented, restated or otherwise modified from time to time, the "Credit Agreement"). Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Credit Agreement;

WHEREAS, Electrochem is a direct Subsidiary of the Borrower and is required under Section 8.28 of the Credit Agreement to join as a "Grantor" under the Security Agreement; and

WHEREAS, pursuant to the Security Agreement, Electrochem has granted to the Agent, for the benefit of the Secured Parties (as that term is defined in the Security Agreement), a security interest in, among other things, all right, title and interest of Electrochem in and to the Marks, together with the goodwill of the business symbolized by the Marks and the applications and registrations thereof, and all proceeds thereof (collectively, the "Collateral"), to secure the payment, performance and observance of the Secured Obligations.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Electrochem does hereby grant to the Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Electrochem does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Electrochem has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the 31 day of January, 2008.

ELECTROCHEM COMMERCIAL POWER
DELAWARE, INC.

By: _____
Name: Thomas J. Mazza
Title: Senior Vice President and Chief
Financial Officer

[Signature page to Grant of Security Interest – Trademarks]

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TRADEMARK
REEL: 003714 FRAME: 0037

SCHEDULE A

Marks

Reg./Appl. No.	Mark	Status
1,614,256	EAC	Registered
2,337,264	IBATTERY.COM	Registered
2,300,445	IBATTERY.COM IB & Design	Registered
3,143,685	INTEGRATED POWER SOLUTIONS	Registered
2,915,423	POWERING A WORLD ON THE MOVE	Registered
2,263,081	VIRTUALLY...ALL THE POWER YOU NEED	Registered
78/874186	IPS	Filed
78/874158	ONE SUPPLIER ONE WARRANTY	Filed
78/034043	DR. VOLTAGE	Abandoned
78/622175	IPS PROVIDER	Abandoned