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UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

SQUARE D. COMPANY,

Plaintiff,

vs

CONNECTICUT ELECTRIC & SWITCH  
MANUFACTURING COMPANY, VIEWPAK  
LLC and TACOMA ELECTRIC SUPPLY  
COMPANY,

Defendants.

06-5714 JKA  
NO. CV 05714 JKA

CONSENT ORDER FOR PERMANENT  
INJUNCTIVE AND OTHER RELIEF

HEARING DATE: \_\_\_\_\_

Plaintiff, Square D. Company ("Square D"), and Defendants CES Liquidating, Inc. (formerly Connecticut Electric & Switch Manufacturing Company) and TES Liquidating LLC (formerly Tacoma Electric Supply LLC) (collectively "Connecticut Electric"), by their respective attorneys, stipulate, consent, and agree to the entry of the following Order of the Court:

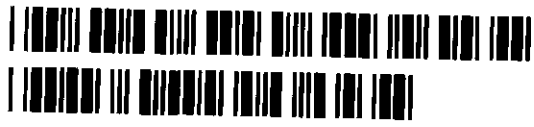
Findings:

1. This Court has subject matter jurisdiction over this matter because it raises a federal question pursuant to 28 U.S.C. § 1331. The Court likewise has personal jurisdiction over Connecticut Electric.

Consent Order - 1 of 5

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LAW OFFICES  
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1           2.       Square D filed its Verified Complaint on December 20, 2006, requesting, *inter*  
2       *alia*, monetary and injunctive relief in connection with Connecticut Electric's sale of  
3       counterfeit Square D products. Connecticut Electric has agreed to this Order to resolve the  
4       claims against it.

5           3.       Connecticut Electric represents that it placed approximately 85,000 counterfeit  
6       Square D circuit breakers into the field. It has sequestered 22,445 counterfeit Square D.  
7       circuit breakers identified as a result of Square D's inspection of Connecticut Electric's  
8       Square D Inventory.

9       **Terms of Order:**

10           4.       Connecticut Electric agrees to cease, and has ceased, purchasing Square D  
11       products, including without limitation residential circuit breakers such as QO and Homeline  
12       products. Connecticut Electric shall have until March 31, 2007, to dispose of its current  
13       inventory of authentic Square D products (the "Square D Inventory") by replacing counterfeit  
14       products returned to it in response to its product recall efforts or by selling such authentic  
15       inventory in the normal course of business. Thereafter, Connecticut Electric will cease  
16       packaging, distributing and selling any and all Square D products, including without  
17       limitation residential circuit breakers such as QO and Homeline products. Connecticut  
18       Electric further agrees that it will not label any Square D products or package Square D  
19       products for any third parties.

20           5.       To the extent it has not already done so, Connecticut Electric shall use all due  
21       diligence to assemble and make available to Square D for inspection and copying documents  
22       and information in the custody, possession or control of Connecticut Electric that identify (i)  
23       the name and address of each supplier from whom Connecticut Electric acquired or received  
24       the name and address of each supplier from whom Connecticut Electric acquired or received  
25       the name and address of each supplier from whom Connecticut Electric acquired or received  
26

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1 any Square D products during the thirty-six (36) month period preceding the date of entry of  
2 this order, (ii) the quantity of each product acquired or received from each such supplier  
3 during said period, (iii) the name and address of each person to whom Connecticut Electric  
4 sold or delivered any Square D products during said 36-month period, and (iv) the quantity of  
5 each product sold or delivered to each such purchaser. As used in this paragraph,  
6 "documents" shall include documents stored or maintained in an electronic form. As soon as  
7 practicable after the entry of this Order but no later than March 31, 2007, Connecticut Electric  
8 at its own expense will provide Square D with copies of all documents and information which  
9 identifies the suppliers and purchasers of Square D products as required by this paragraph.  
10

11 6. Connecticut Electric will relinquish control of all counterfeit Square D product  
12 and Inventory to Square D and shall ship said counterfeits at its own expense to Square D.  
13 Square D shall preserve the counterfeit product and make it available, upon reasonable  
14 request, to Connecticut Electric consistent with the terms of this Order. Said counterfeit  
15 Square D inventory shall be destroyed by Square D after giving Connecticut Electric notice in  
16 writing 30 days prior to destruction. Connecticut Electric shall be permitted to retain an  
17 agreed upon number of counterfeit products to assist it in complying with this Order and in its  
18 recall efforts. Connecticut Electric agrees that any and all retained counterfeit products shall  
19 be marked as "counterfeit", sequestered by Connecticut Electric and not sold or otherwise  
20 transferred to any person or entity.  
21

22 7. Connecticut Electric and its agents, representatives, officers, employees,  
23 successors and assigns agree and are hereby enjoined permanently and finally from  
24 marketing, selling, distributing, purchasing or importing any Square D products or Inventory  
25 (either directly or indirectly) from any source, except as expressly permitted by this Order.  
26

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8. Connecticut Electric has notified the U.S. Consumer Product Safety Commission ("CPSC") of its sale of counterfeit Square D products. Connecticut Electric has initiated a recall program in cooperation with CPSC and shall recall said counterfeit products from the field pursuant to such recall program. Any counterfeit Square D Inventory that is returned as a result of the recall or that comes into Connecticut Electric's possession or control shall be shipped to Square D at Connecticut Electric's expense and shall be subject to the terms of this Order.

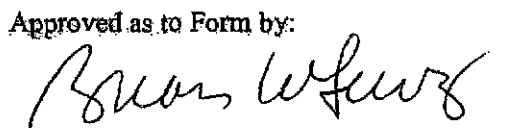
9. Upon Connecticut Electric's full compliance with ¶¶ 5 and 6 of this Order, Square D shall dismiss its claims against Connecticut Electric with prejudice in accordance with the Settlement Agreement entered into by the parties simultaneously with approval of this Order. Each party shall bear its own costs, attorney's fees and expenses.

10. This Court shall retain jurisdiction to enforce this Order and over the parties. Square D and Connecticut Electric further agree that this Court shall have exclusive jurisdiction and venue over any and all disputes arising under this Order.

Dated this 25 <sup>April</sup> day of ~~March~~, 2007.

  
\_\_\_\_\_  
JUDGE, U.S. DISTRICT COURT

Reviewed and Accepted by:  
  
\_\_\_\_\_  
Square D Company  
Stephen A. Litchfield  
Assistant General Counsel

Approved as to Form by:  
  
\_\_\_\_\_  
Brian W. Lewis  
Counsel for Square D Company


Consent Order - 4 of 5

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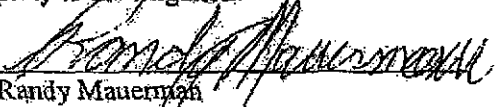
Reviewed and Accepted by:

  
Randy Mauerman, President  
CES Liquidating, Inc. (formerly Connecticut  
Electric & Switch Manufacturing Company)  
and TES Liquidating LLC (formerly Tacoma  
Electric Supply LLC)

Approved as to Form by

 WSB# No. 37058  
John C. Guadnola, WSB# No. 08636  
Counsel for CES Liquidating, Inc. (formerly  
Connecticut Electric & Switch Manufacturing  
Company) and TES Liquidating LLC  
(formerly Tacoma Electric Supply LLC)

I, RANDY MAUERMAN, am the sole owner  
of voting stock of CES Liquidating, Inc. and  
of TES Liquidating LLC. I hereby agree to  
be personally bound by the terms of the  
foregoing Consent Order as though I were a  
party to the litigation.

  
Randy Mauerman