

07-03-2002



102143090

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4/28/02

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name MGE-UPS SYSTEMS INC.

06 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Name BNP PARIBAS

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3, RUE d'ANTIN, 75002

Address (line 2) _____

Address (line 3) PARIS FRANCE _____
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization FRANCE

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

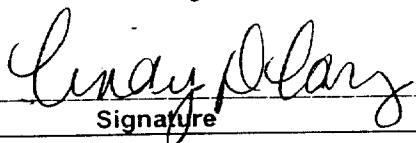
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Cindy D. Carey
Name of Person Signing


Signature

July 6, 2000
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name MGE-UPS SYSTEMS INC.

06 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization CALIFORNIA

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name BNP PARIBAS

DBA/AKA/TA

Composed of

Address (line 1) 3, RUE d'ANTIN, 75002

Address (line 2)

Address (line 3) PARIS
City

FRANCE
State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization FRANCE

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1358944		
1640265		
1640266		
1942292		

GRANT OF SECURITY
INTEREST IN TRADEMARKS

WHEREAS, a Senior Security Agreement was entered into as of the date hereof (as amended, modified, supplemented or restated from time to time, the "Senior Security Agreement"), by and among, MGE-UPS SYSTEMS, INC. ("Grantor") and BNP PARIBAS ("Collateral Agent"). Capitalized terms used but not defined herein shall have the respective meanings given to such terms in the Senior Security Agreement.

WHEREAS, to secure the payment and performance of the Senior Secured Obligations (as defined in the Senior Security Agreement), Grantor has agreed to grant a security interest in all of its trademarks to Collateral Agent.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor grants, bargains, transfers and conveys to Collateral Agent, for the benefit of the Senior Secured Parties (as defined in the Senior Security Agreement), a senior security interest in and lien upon the entire right, title and interest in and to the trademarks listed on Schedule A hereto, together with all of the goodwill of its business associated with said trademarks.

IN WITNESS WHEREOF, Grantor by its duly authorized officer, has executed this Grant of Security Interest in Trademarks this 30 day of June, 2000.

MGE-UPS SYSTEMS, INC.

By: Roger Monaco
Name: Roger Monaco
Title: Chief Financial Officer

STATE OF California)

COUNTY OF Orange)

Signed before me, this 30th day of June, 2000.



Theresa Leos

NYB 1157390.2

TRADEMARK
REEL: 002537 FRAME: 0293

TRADEMARKS

REGISTERED U.S. TRADEMARKS

<u>Docket No.</u>	<u>Registration Number</u>	<u>Description</u>	<u>Date Issued</u>
TM-218	1,119,951	ULTRA-ISOLATION TRANSFORMER	June 12, 1979
TM-219	1,119,952	POWERMAKER	June 12, 1979
TM-220	1,119,953	TOPAZ	June 12, 1979
TM-217	1,122,243	Line2	July 17, 1979
TM-221	1,130,728	ULTRA-ISOLATOR	February 12, 1980
TM-218	1,162,563	SOURCE 2	July 28, 1981
TM-224	1,206,014	OMNIBUS	August 24, 1982
TM-227	1,258,425	SOLUTIONS TO POWER PROBLEMS	November 22, 1983
TM-229	1,293,979	POWERCENTER PLUS	September 11, 1984
TM-226	1,358,944	POWERMAKER	September 10, 1985
TM-396	1,640,265	EPE Technologies	April 9, 1991
TM-413	1,640,266	EPE Technologies & Design	April 9, 1991
TM-403	1,942,292	DataPower	December 19, 1995

NYB 1157390.2