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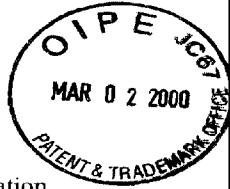


HEET

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):  
General Signal Power Systems, Inc.



- Individual(s)
- General Partnership
- Corporation of Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Date of execution of attached Document: December 30, 1999

Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):

Name: Powerware Corporation

Address: \_\_\_\_\_

Street Address: 8609 Six Forks Road

City: Raleigh State: North Carolina ZIP: 27615

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation of Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration Nos. 1253659; 1424672; 1424673; 1591765; 1633061; 1696883; 173141; 1746324; 1826027; 1848089; 1870432; 1929807; 2061743; 2139065; 2155356

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John H. Weber, Esq.

Internal Address: PEPPER HAMILTON LLP

Street Address: 600 Fourteenth Street, N.W.

City: Washington State: DC ZIP: 20005-2004

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41)..... \$ 390.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-0436

Atty. Dkt. No. 113267-1

(Attach duplicate copy of this page if paying by deposit account)

04/20/2000 TTON11 00000096 500436 1253659  
01 FC:481 40.00 CH  
02 FC:482 350.00 CH

DO NOT USE THIS SPACE

9. 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.*

John H. Weber, Esq.  
Name of Person Signing

March 2, 2000  
Date

Total number of pages comprising cover sheet:

ASSIGNMENT OF UNITED STATES TRADEMARK RIGHTS

WHEREAS, GENERAL SIGNAL POWER SYSTEMS, INC., a Delaware corporation, having a place of business at c/o SPX Corporation, 400 S. Prairie Avenue, Waukesha, Wisconsin 53186 (hereinafter "Assignor"), is the owner of the trademark registrations and applications listed on the attached Appendix A; and

WHEREAS, POWERWARE CORPORATION, a Delaware corporation, having a place of business at Powerware Corporation, 8609 Six Forks Road, Raleigh, North Carolina 27615 (hereinafter "Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the trademark registrations and applications listed on the attached Appendix A, together with the goodwill of the business in connection with which said trademark registrations and applications listed on the attached Appendix A are used;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee its right, title and interest in and to said trademark registrations and applications listed on the attached Appendix A, together with the goodwill of the business in connection with which same is used, the same to be held and enjoyed by the Assignee, its successors and assigns to the full end of the terms for which the aforesaid trademark registrations and applications listed on the attached Appendix A are valid and any renewals of the terms thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment of United States Trademarks to be executed by its duly authorized officer this 30<sup>th</sup> day of December, 1999.

GENERAL SIGNAL POWER SYSTEMS,  
INC.

By: Christopher J. Kearney  
Name: Christopher J. Kearney  
Title: Vice President and Secretary

BP 800661  
ATTORNEY'S EYES ONLY  
CONFIDENTIAL INFORMATION

**APPEDIX A  
TRADEMARKS**

U.S. Trademarks:

Mark: BEST	Registration No.: 1253659
Mark: FERRUPS	Registration No.: 1424672
Mark: MICRO-FERRUPS	Registration No.: 1424673
Mark: BEST (STYLIZED DESIGN)	Registration No.: 1591765
Mark: CHECKUPS	Registration No.: 1633061
Mark: FORTRESS	Registration No.: 1696883
Mark: CITADEL	Registration No.: 1738141
Mark: PATRIOT	Registration No.: 1746324
Mark: NATIONAL POWER LABORATORY	Registration No.: 1826027
Mark: POWER PARTNER	Registration No.: 1848089
Mark: HI-SURGE	Registration No.: 1870432
Mark: PHON TEK	Registration No.: 1929807
Mark: UNITY I	Registration No.: 2061743
Mark: BEST	Registration No.: 2139065
Mark: BEST POWER AND DESIGN	Registration No.: 2155356

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