09-25-2000

101467345

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7-24-00

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

Submission Type

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

Conveyance Type

- [ ] Assignment
- [ ] License
- [X] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- [ ] Change of Name
- [ ] Other

Effective Date Month Day Year

Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: MGE-UPS SYSTEMS INC.

Execution Date Month Day Year: 06 2000

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[X] 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 (City) FRANCE (State/Country) (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[X] 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 DOCUMENT 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

FORM PTO-1618B
Expires 06/30/99
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Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 949-451-3800

Name JOHN M. WILLIAMS

Address (line 1) GIBSON, DUNN & CRUTCHER LLP

Address (line 2) 4 PARK PLAZA

Address (line 3) SUITE 1800

Address (line 4) IRVINE, CA 92614-8557

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 2

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

[X] 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)		
			1119951	1122243	1206014
			1119952	1130728	1258425
			1119953	1162563	1293979

Number of Properties

Enter the total number of properties involved. # 13

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 340

Method of Payment: Enclosed [ ] Deposit Account [X]

Deposit Account

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

Deposit Account Number: # 18-1843

Authorization to charge additional fees: Yes [X] 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	Cindy D. Carey	July 6, 2000
Name of Person Signing	Signature	Date Signed

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party
Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 06 2000

Name: MGE-UPS SYSTEMS INC.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[X] 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

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[X] Citizenship/State of Incorporation/Organization: FRANCE

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
Commission # 1160075
Notary Public - California
Orange County
My Comm. Expires Oct 31, 2001

Theresa Leos

NYB 1:57390.2

Schedule A

TRADEMARKS

REGISTERED U.S. TRADEMARKS

Docket No.	Registration Number	Description	Date Issued
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