

05-15-2002



Form PTO-1594
1-31-92

R

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102090055

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Advanced Power Systems Incorporated **5-7-02**

Individuals Association
 General Partnership Limited Partnership

Corporation-Pennsylvania
 Other

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

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

Name: Morgan Stanley & Co., Incorporated
 Internal Address: _____
 Street Address: 1585 Broadway
 City: New York State: New York Zip Code: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

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 Merger
 Security Interest Change of Name
 Other

Execution Date: March 22, 2002

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

1174952
 1147530
 1274932

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

Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

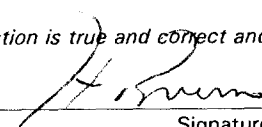
6. Total number of applications and registrations involved 3

7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in case of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

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.

Helen Bruno  May 7, 2002
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

05/15/2002 09:44:00 00000000 1074952

01 05:19:00

05:48 05

TRADEMARK
REEL: 002505 FRAME: 0230

**FORM OF ASSIGNMENT OF SECURITY
INTEREST IN U.S. PATENTS AND TRADEMARKS**

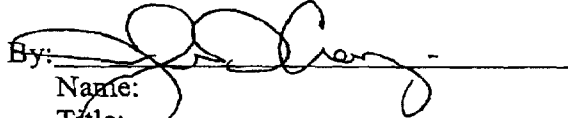
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ADVANCED POWER SYSTEMS INCORPORATED, a Pennsylvania corporation ("the Assignor") with principal offices at 2366 Bernville Road, Reading, Pennsylvania, 19605, hereby assigns and grants to Morgan Stanley & Co., Incorporated, as Collateral Agent (the "Assignee") with principal offices at 1585 Broadway, New York, New York 10036, a security interest in (i) all of the Assignor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto; (ii) all of the Assignor's right, title and interest in and to the patents and patent applications (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and, (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment"), effective as of March 22, 2002, is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement, among Assignor, the other assignors from time to time party thereto and the Assignee, dated as of November 9, 2000 (as amended, restated, modified and/or supplemented from time to time, the "Security Agreement").

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 22nd day of March, 2002.

ADVANCED POWER SYSTEMS
INCORPORATED,
as Assignor,

By: 
Name:
Title:

MORGAN STANLEY & CO., INCORPORATED,
as Collateral Agent,
as Assignee

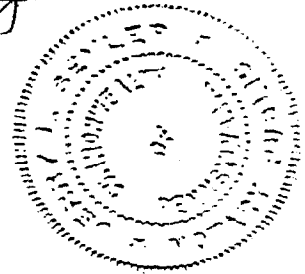
By: _____
Name:
Title:

STATE OF PENNSYLVANIA)
) ss.:
COUNTY OF BERKS)

On this 22nd day of March, 2002, before me personally came John D. Craig who, being by me duly sworn, did state as follows: that he is Chief Executive Officer of ADVANCED POWER SYSTEMS INCORPORATED, that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Jerry L Seyler
Notary Public

NOTARIAL SEAL
JERRY L SEYLER, Notary Public
City of Reading, Berks County
My Commission Expire Sept. 14, 2002




IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 22nd day of March, 2002.

ADVANCED POWER SYSTEMS
INCORPORATED,
as Assignor,

By: _____
Name:
Title:

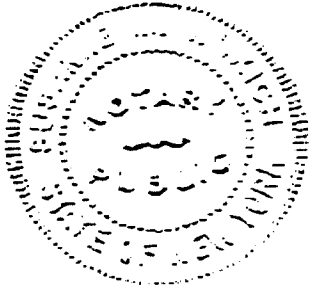
MORGAN STANLEY & CO., INCORPORATED,
as Collateral Agent,
as Assignee

By:  _____
Name: Nancy K. Gelowitz
Title: Managing Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of March, 2002, before me personally came Lucy K. Galbraith who, being by me duly sworn, did state as follows: that [s]he is Managing Director of MORGAN STANLEY & CO., INCORPORATED, that [s]he is authorized to execute the foregoing Assignment on behalf of said company and that [s]he did so by authority of said company.

Susanne M. Wukich
Notary Public



SUSANNE M. WUKICH
Notary Public State of New York
No. 01WU5086113
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 10/6/2005

TRADEMARKS OWNED BY ADVANCED POWER SYSTEMS INCORPORATED**U.S. Trademarks**

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Date of Reg./Applic.</u>
GROUND HUGGER	1,174,952	Oct. 27, 1981
MOTOCROSS BATTERY AND DESIGN	1,147,530	Feb. 24, 1981
MXB (STYLIZED)	1,274,932	April 24, 1984

Canadian Trademarks

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Date of Reg./Applic.</u>
DYNACEL	TMA 267, 626	Mar. 26, 1982
DYNACLAD	TMA 267,675	Mar. 26, 1982
ESB	TMA 217,020	Nov. 12, 1976
ESB	TMA 218,509	Jan. 21, 1977
ESB	TMA 127,792	Aug. 31, 1962
ESB AND DESIGN	TMA 127,942	Sept. 14, 1962
ESB AND DESIGN	TMA 216,559	Oct. 8, 1976
ESB AND DESIGN	TMA 218,510	Jan. 21, 1977
GBC AND DESIGN	TMA 228,368	June 9, 1978
HERTNER AND DESIGN	TMA 230,529	Sept. 29, 1978
IRONCLAD	TMA 22530	May 1, 1917
LOADHOG	TMA 276,633	Feb. 11, 1983
MANCHEX	UCA 33912	Dec. 9, 1949
POWERCLAD	UCA 19801	Sept. 18, 1944
SUPER CELL	TMA 230,156	Sept. 8, 1978
SUPER CELL AND DESIGN	TMA 268,647	Apr. 30, 1982