

07-03-2002

FORM PTO-16:8A  
Expires 06/30/03  
OMB 0651-0027



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

102143089

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

#### Submission Type

- New 6.28.02
- 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
- Merger Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Association
- Corporation  Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

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

TRADEMARK  
REEL: 002537 FRAME: 0279

**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

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1119951"/>	<input type="text" value="1122243"/>	<input type="text" value="1206014"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1119952"/>	<input type="text" value="1130728"/>	<input type="text" value="1258425"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1119953"/>	<input type="text" value="1162563"/>	<input type="text" value="1293979"/>

**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

*Cindy Carey*  
Signature

July 6, 2000  
Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

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

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

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

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Citizenship/State of Incorporation/Organization

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

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**Trademark Application Number(s)**

**Registration Number(s)**

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GRANT OF SECURITY  
INTEREST IN TRADEMARKS

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

WHEREAS, to secure the payment and performance of the Subordinate Secured Obligations (as defined in the Subordinate 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 Subordinate Secured Parties (as defined in the Subordinate Security Agreement), a subordinate 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 36 day of June, 2000.

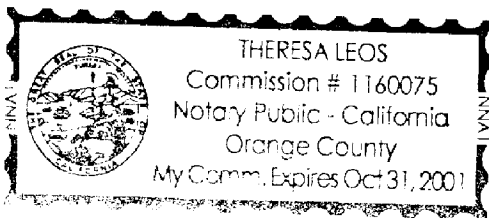
MGE-UPS SYSTEMS, INC.

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

STATE OF California )

COUNTY OF Orange )

Signed before me, this 30<sup>th</sup> day of June, 2000.



Theresa Leos

NYB 1157394.1

TRADEMARK  
REEL: 002537 FRAME: 0282

## 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 1157394.1