

FORM PTO-1594 (modified)
(Rev 03/01)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

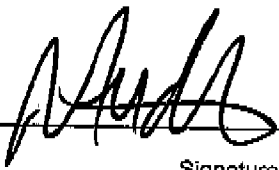
<p>1. Name of conveying party(ies): Hill Phoenix, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional conveying party(ies) NO</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Delaware Capital Formation, Inc. Internal Address: Street Address: 1403 Fouk Road, Suite 102 City: State: Zip: Wilmington, Delaware 19803</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State DE <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: May 24, 2004</p>	

4. Application number(s) or patent number(s):	
A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	2776001 and 2769482
Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Mark J. Diliberti Internal Address: FOLEY & LARDNER LLP Street Address: 777 East Wisconsin Avenue, Suite 3800 City: Milwaukee State: Wisconsin Zip: 53202-5306</p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 C.F.R. § 3.41): \$65.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 06-1447</p>
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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.

Mark J. Diliberti  **June 28, 2004**

Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

CH \$65.00 061447 2776001

TRADEMARK ASSIGNMENT

WHEREAS, HILL PHOENIX, INC. of 709 Sigman Road, Conyers, Georgia ("Assignor") is the current owner of the trademark registrations/applications and all associated rights listed on the attached Schedule (the "Mark(s)"); and

WHEREAS, DELAWARE CAPITAL FORMATION, INC. of 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803 USA ("Assignee") wishes to acquire the Marks together with the goodwill of the business in connection with which the Mark(s) are used;

NOW, THEREFORE, in consideration of and in exchange for \$1.00 and other valuable and legally sufficient consideration, the receipt of which Assignor hereby acknowledges, Assignor hereby agrees to and does sell, assign and transfer to Assignee its entire right, title and interest in and to the Mark(s) together with the goodwill of the business to which the Mark(s) pertain, as well as all rights of enforcement and recovery for past infringement. Assignor further agrees to take all reasonable and necessary steps to implement the provisions of this assignment.

IN WITNESS WHEREOF, a duly authorized officer of Assignor has executed this agreement on the date listed below.

HILL PHOENIX, INC.

Larry C. Morgenthaler

By: LARRY C. MORGENTHAUER
Print Name:

Title: CEO

Date: 6/24/04

CERTIFICATE OF NOTARY

STATE OF Georgia
COUNTY OF Rockdale) SS:

On this 24th day of June, 2004, before me appeared LARRY C. MORGENTHAUER
to me personally known, who, being by me duly sworn, did say that he is the CFO of
HILL PHOENIX, INC., a _____, and that the foregoing instrument was signed
on behalf of such _____ by authority of its _____, and said _____
acknowledged the foregoing instrument to be the free act and deed of such _____

Judy M. Powell
Notary Public

[NOTARY SEAL/STAMP]

My commission expires: 10/26/05

Notary Public, Rockdale County, Georgia
My Commission Expires October 24, 2005



SCHEDULE OF US TRADEMARKS

Registration No. 2776001

DEGREE MASTER

Registration No. 2769482

POWERWALL