

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Powerware Corporation		10/27/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Eaton Power Quality Corporation		
Street Address:	1111 Superior Avenue		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Serial Number:	78270885	STATUS@AGLANCE	
Registration Number:	1892616	CELL SAVER	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(216)479-7015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	216-523-4131		
Email:	danielskalka@eaton.com		
Correspondent Name:	Daniel S. Kalka		
Address Line 1:	1111 Superior Avenue		
Address Line 4:	Cleveland, OHIO 44114		
NAME OF SUBMITTER:	Daniel S. Kalka		
Signature:	/Daniel S. Kalka/		
Date:	05/02/2005		
Total Attachments: 2			

CH 78270885 \$65.00

source=eaton power quality corporation#page1.tif  
source=eaton power quality corporation#page2.tif

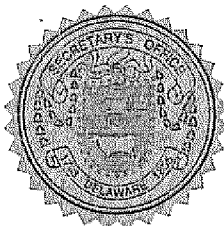
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "POWERWARE CORPORATION", CHANGING ITS NAME FROM "POWERWARE CORPORATION" TO "EATON POWER QUALITY CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 1:53 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0875984 8100

AUTHENTICATION: 3438808

040775851

DATE: 10-27-04

**TRADEMARK**  
**REEL: 003076 FRAME: 0462**

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Powerware Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. That the Board of Directors of the Corporation, desiring to amend the Certificate of Incorporation of the Corporation, has adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation, and as so amended, shall read in its entirety as follows:

"FIRST: The name of the corporation (the 'Corporation') is Eaton Power Quality Corporation."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Robert E. Parmenter, its Vice President and Treasurer, and attested by Earl R. Franklin, its Vice President and Secretary, this 25<sup>th</sup> day of October 2004.

POWERWARE CORPORATION

Attest:

By R. E. Parmenter  
R.E. Parmenter  
Vice President and Treasurer

By E. R. Franklin  
E.R. Franklin  
Vice President and Secretary