

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
Atlantis Power Quality Systems, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other _____

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: 28th August 2008

2. Name and address of receiving party(ies):
Middle Atlantic Products, Inc.
300 Fairfield Road
Fairfield, NJ 07004
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation: New Jersey
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s):

3,466,970

Additional number(s) attached Yes No

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

Robert E. Cannuscio, Esquire
Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996

Attorney Docket No. 341431-419353

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

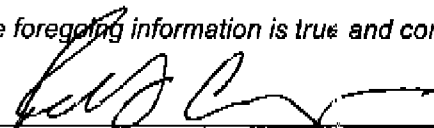
8. Deposit Account Number: 50-0573

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.

Robert E. Cannuscio
Name of Person Signing


Signature

September 15, 2008
Date

Total number of pages including cover sheet, attachments and document: 2

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

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

CHI \$40.00 600573 34166970

TRADEMARK ASSIGNMENT

WHEREAS, ATLANTIS POWER QUALITY SYSTEMS, INC., a California corporation, having a place of business at 9411 Winnetka Avenue, Chatsworth, California 91311 ("Assignor"), is the record owner of United States Trademark Registration No. 3,466,970 issued July 15, 2008, with respect to the trademark "ExactPower" (the "Trademark"); and

WHEREAS, MIDDLE ATLANTIC PRODUCTS, INC., a New Jersey corporation, having a place of business at 300 Fairfield Road, Fairfield, New Jersey 07004 ("Assignee"), is desirous of acquiring all of Assignor's right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, transfer and set over to Assignee, effective as of the date hereof, all of Assignor's right, title and interest in and to the Trademark, including any choses in action relating to the Trademark, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of the trademark rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademark, and including the registration thereof, with such right, title and interest to be held and enjoyed by Assignee, its successor and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

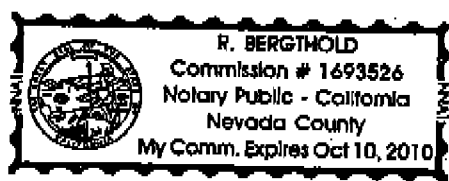
IN WITNESS WHEREOF, Assignor has caused these presents to be executed by an officer of Assignor, thereunto duly authorized, this 15th day of September, 2008.

ATLANTIS POWER QUALITY SYSTEMS, INC.

By: [Signature]
Name:
Title: President CEO

STATE OF CALIFORNIA)
) ss.
COUNTY OF Nevada)

On this 28 day of August, 2008, before me appeared Ronald C. Jackson to me known and known to me to be the _____ of Atlantis Power Quality Systems, Inc., the person described in and who executed the foregoing instrument and he acknowledged the same to be his free act and deed.



[Signature]
Notary Public
(Official Seal)

FP01/1219935.8