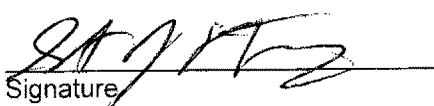


Client Code: EPSI.UCC1

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p style="text-align: center;">ENERGY AND POWER SOLUTIONS, INC.</p> <p>( ) Individual                      ( ) General Partnership  ( ) Association                    ( ) Limited Partnership  ( ) Other:                            (X) Corporation of: <b>CA</b></p> <p>Additional name(s) of conveying party(ies) attached?  ( ) Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: KNOBBE, MARTENS, OLSON &amp; BEAR, LLP  <b>Internal Address:</b> FOURTEENTH FLOOR  <b>Street Address:</b> 2040 MAIN STREET  <b>City:</b> IRVINE <b>State:</b> CA  <b>ZIP:</b> 92614</p> <p>( ) Individual                      ( ) General Partnership  ( ) Association                    ( ) Limited Partnership  (X) Other: <b>California</b>            ( ) Corporation of:     <b>Limited Liability</b>     <b>Partnership</b></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  ( ) Yes (X) No</p> <p>Additional name(s) and address(es) attached?  ( ) Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>( ) Assignment                      ( ) Security Agreement  ( ) Merger                            ( ) Change of Name  (X) Other: <b>Security Interest</b></p> <p>Execution Date: (List as in section 1 if multiple signatures)  SEPTEMBER 27, 2013</p>	<p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application No(s):  77/958175</p> <p>b. Trademark Registration No(s):</p> <p>Additional numbers attached?  ( ) Yes (X) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p><b>Customer No.</b> 20,995  <b>Address:</b> Knobbe, Martens, Olson &amp; Bear, LLP  2040 Main Street, 14<sup>th</sup> Floor  Irvine, CA 92614  <b>Return Fax:</b> (949) 760-9502  <b>Attorney's Docket No.:</b> EPSI.UCC1</p>	<p>6. Total number of applications and registrations involved:  1</p> <p>7. Total fee (37 CFR 1.21(h)): \$40.00  (X) Authorized to be charged to deposit account</p>
<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>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.</p> <p>STEVEN J. NATAUPSKY                                            <u>12/20/13</u>  Name of Person Signing                      Signature                      Date</p> <p style="text-align: center;">Total number of pages including cover sheet, attachments and document: 5</p>	

**CH \$40.00 111410 77958175**

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> MICHELL T DO (949) 760-0404
<b>B. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614 USA

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<b>1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names</b>					
OR	1a. ORGANIZATION'S NAME Energy And Power Solutions, Inc.				
	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 150 Paularino Ave., Ste. A 120		CITY Costa Mesa	STATE CA	POSTAL CODE 92626	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE	
<b>2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names</b>					
OR	2a. ORGANIZATION'S NAME				
	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> NONE	
<b>3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)</b>					
OR	3a. ORGANIZATION'S NAME Knobbe, Martens, Olson & Bear, LLP				
	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2040 Main St., 14th Floor		CITY Irvine	STATE CA	POSTAL CODE 92614	COUNTRY USA
4. This FINANCING STATEMENT covers the following collateral:  See Attachment(s)					
5. ALT DESIGNATION: <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING					
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]			7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2		
8. OPTIONAL FILER REFERENCE DATA EPSI - UCC1					

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TRADEMARK  
 REEL: 005185 FRAME: 0250

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

### Non U.S. Patent & Patent Applications

Application No.	App. Filing Date	Country	Title of Invention
P10912476-4	5/12/2009	BR	
2724288	5/12/2009	CA	
9747398.7	5/12/2009	EP	
PCT/US2009/043678	5/12/2009	WO	

### U.S. Trademark & Trademark Applications

Application No.	App. Filing Date	Trademark Name
77/958175	3/12/2010	MAXIMIZING YOUR RETURN ON ENERGY

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

### Non U.S. Trademark & Trademark Applications

Application No.	App. Filing Date	Reg No.	Reg Date	Country	Trademark Name
1417173	11/5/2008			CA	XCHANGE POINT
		7382518	6/10/2009	EU	XCHANGE POINT
		1101069	5/21/2009	MX	XCHANGE POINT
1417177	11/5/2008			CA	EPS
7382476	11/11/2008			EU	EPS
		1101070	5/21/2009	MX	EPS
1417179	11/5/2008			CA	EPS (logo-design)
7382559	11/11/2008			EU	EPS (stylized and/or with design)
		1100390	5/19/2009	MX	EPS (logo-design)
1417178	11/5/2008			CA	THE EPS WAY
7382617	11/11/2008			EU	THE EPS WAY

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All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

### Non U.S. Trademark & Trademark Applications

Application No.	App. Filing Date	Reg No.	Reg Date	Country	Trademark Name
1417180	11/5/2008	1114480	8/11/2009	MX	THE EPS WAY
				CA	reps (logo & design)
		7382674	6/9/2009	EU	REPS (STYLIZED AND/OR WITH DESIGN)
		1100389	5/19/2009	MX	reps (logo & design)
		1105063	6/11/2009	MX	XCHANGE POINT
		1100391	5/19/2009	MX	EPS
		1109351	7/8/2009	MX	EPS (logo-design)
		1113974	8/7/2009	MX	THE EPS WAY
		1100699	5/20/2009	MX	REPS (logo and design)

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