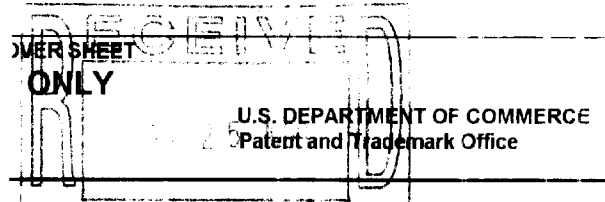


1-25-99
FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/9)

01-29-1999
100953673



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

1. Name of conveying party(ies):
Camelot Systems, Inc.
145 Ward Hill Avenue
Haverhill, MA 01835
 Individual(s) Association
 General Partnership Change of Name
 Corporation - State: Massachusetts
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Speedline Technologies, Inc
Internal Address: 16 Forge Park
Franklin, MA 02038
Street Address: 16 Forge Park
Franklin, MA 02038
 Association
 General Partnership
 Limited Partnership
 Corporation - State: Delaware
 Other
If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document form)
Additional name(s) & addresses(es) attached? Yes No

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 31, 1998

4. Application number(s) or registration number(s):
A Trademark Application No (s)
75/451,563
75/451,826
75/551,043
75/564,484
75/564,397
75/564,600

B Trademark Registration No (s)
2,188,025
1,356,295

01/29/1999 DMGUYEN 00000042 2188025

Additional numbers attached? Yes No

01 FC:481
02 FC:482

40.00 OP
175.00 OP

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: A. Jason Mirabito
Address: MINTZ, LEVIN, COHN, FERRIS
GLOVSKY and POPEO, P.C
One Financial Center
Boston, MA 02111

6. Total number of applications and patents involved: **8**
7. Total fee (37 CFR 3.41).....\$320.00
 Enclosed
 Should the amount of the enclosed fee be insufficient, the Commissioner is hereby authorized to charge the balance due to the deposit account of the undersigned.
8. Deposit Account No: 50-0311

Refund Ref:
01/29/1999 DMGUYEN 0000076105

CHECK Refund Total: \$105.00

DO NOT USE THIS SPACE

4. 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
A. Jason Mirabito, Reg. No. 28,161
Name of Person Signing Signature Date
January 2, 1999
Total number of pages including cover sheet, attachments, and document: **4**

Mail to: Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

TRADEMARK ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS:

That for good and valuable consideration, receipt of which is hereby acknowledged, the undersigned corporation, a Massachusetts Corporation, hereinafter referred to as the Assignor, hereby sells, assigns, transfers and sets over unto Speedline Technologies, Inc. a Delaware Corporation, hereinafter referred to as the Assignee, all of the Assignor's right, title, and interest, if any, in and to: (i) any trademarks, trademark registrations, trademark renewals, affirmations and trademark applications (the "Trademarks") of the Assignor set forth in Schedule A, and (ii) all good will relating to the business in connection with which the Trademarks are used, for the use and enjoyment of the Assignee and its successors and assigns; and

HEREBY AUTHORIZES AND REQUESTS the respective Trademark Office to record the Assignee as the owner of the Trademarks and to grant any and all trademark registrations arising from the Trademarks to Assignee; and

HEREBY FURTHER AGREES that Assignor will, upon the request of Assignee, promptly execute and deliver to Assignee any and all papers, instruments or affidavits required or useful to apply for, maintain, issue and enforce the Trademarks; and

HEREBY FURTHER SELLS, ASSIGNS, TRANSFERS AND SETS OVER unto the Assignee any income, royalties, damages, or payment due or payable as of the date hereof or hereafter with respect to the Trademarks, including, without limitation, any claims for damages by reason of past, present or future infringement or other unauthorized use of the Trademarks, with the right to sue for, and collect the same for the Assignee's own use and enjoyment, and for the use and enjoyment of its successors and assigns.

IN WITNESS WHEREOF, the Assignor and Assignee have duly executed and delivered this Assignment as of this 31 day of December, 1998.

ASSIGNOR

Camelot Systems, Inc.
145 Ward Hill Avenue
Haverhill, MA 01835

By: *Richard L. Berger*
Signature of Richard L. Berger
Title: President

State of Massachusetts
County of Suffolk

Subscribed and sworn to before me this 31 day of December

[Signature]
Notary Public
My commission expires 3/4/01

ASSIGNEE:

Speedline Technologies, Inc
16 Forge Park
Franklin, MA 02038

By: *Richard L. Berger*
Signature of Richard L. Berger
Title: President

State of Massachusetts
County of Suffolk

Subscribed and sworn to before me this 31 day of December

[Signature]
Notary Public
My commission expires 3/4/01

SCHEDULE A

Registered U.S. Trademarks Registrations To Be Assigned To Speedline Technologies, Inc.

<u>Docket No.</u>	<u>Mark</u>	<u>Registration No.</u>	<u>Registered</u>
17549-048	GEMINI	2,188,025	09/08/98
	CAM/A LOT	1,356,295	08/27/85

Pending U.S. Trademarks Registrations To Be Assigned To Speedline Technologies, Inc.

<u>Docket No.</u>	<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
17549-037	VMS	75/451,563	03/17/98
17549-036	XYFLEX	75/451,826	03/17/98
17549-055	CAM/A LOT BENCHMARK	75/551,043	09/11/98
17549-058	MATRIX	75/564,484	10/05/98
17549-059	CAM/A LOT MATRIX	75/564,397	10/05/98
17549-060	CAMALOT	75/564,600	10/05/98