



To the Honorable Commissioner of Patents and Trademarks: Please

pay thereof.

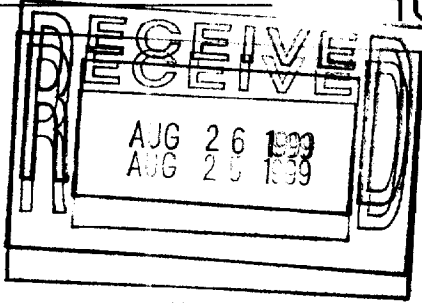
101130504

1. Name of conveying party(ies):

Park 'N View, Inc.

- Individual
- General Partnership
- Corporation-State Delaware
- Other

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



2. Name and address of receiving party(ies):

PNV.Net, Inc.  
11711 NW 39th Street  
Coral Springs, Florida 33065

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

3. Nature of conveyance:

8-25-99

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: June 2, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No(s):

75/464,718; 75/679,722; 75/679,723; 75/592,444; 75/344,569; 75/344,568;  
75/699,567; 75/701,072; 75/701,071; 75/699,525; 75/699,569; 75/699,568;  
75/701,073; 75/344,566; 75/344,567

B. Trademark Registration No(s):

1,948,428; 2,240,772

Additional numbers attached?  Yes  No

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

James M. O'Connell, Esq.  
Kilpatrick Stockton LLP  
3737 Glenwood Avenue, Suite 400  
Raleigh, North Carolina 27612

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 16-1435

DO NOT USE THIS SPACE

440E

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.

James M. O'Connell  
Name of Person Signing

*James M. O'Connell*  
Signature

8-24-99  
Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

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

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

75/464,718  
40.00 DP  
400.00 DP  
00000088  
08/30/1999

I, EDWARD J. FREEL, 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 "PARK 'N VIEW, INC.", CHANGING ITS NAME FROM "PARK 'N VIEW, INC." TO "PNV.NET, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

---

Edward J. Freel, Secretary of State

2543635 8100

991227227

AUTHENTICATION: 9793476

DATE: 06-09-99

TRADEMARK  
REEL: 001950 FRAME: 0373

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
PARK 'N VIEW, INC.**

060299

It is hereby certified that:

1. The name of the corporation (the "Corporation") is Park 'N View, Inc.

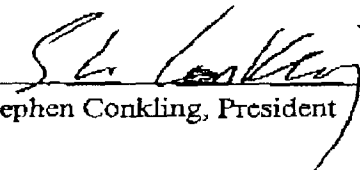
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

"The name of the corporation is PNV.Net, Inc."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on June 2, 1999.

PARK 'N VIEW, INC.

By:   
Stephen Conkling, President

RALLIB01 508974.01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/04/1999  
991227227 - 2543635

**PARK N VIEW  
MINUTES OF THE BOARD OF DIRECTORS  
MAY 13, 1999**

**The telephonic Board meeting was called to order and attending were Directors Robert Chefitz, Dick Johnston, Dan O'Connell, and Ian Williams. Bob May, Steve Conkling, Mike Brewer, and Bill Hallett were guests.**

**The minutes from the March 17, 1999 Board meeting were approved.**

**Bob and Steve gave a review of the investment bankers that have been interviewed and their initial reaction on the Company's prospects for an IPO.**

**Steve gave a general business update and discussed in particular the progress of the driver funded fleet program and the activities to build enrollment.**

**Bob and Steve reviewed Innovative Computing, a potential acquisition, followed by a general discussion.**

**Mike reviewed the Quarter ended March 31, 1999 financial statements and the forecast for the next quarter. There was a general discussion item about the need to raise the expense levels in support of new internet, marketing, and sales initiatives. There was a general approval by the board with a request to follow up with a more specific plan detailing the expenses.**

**There was a general discussion regarding the March 1999 employee options being issued at the \$5.00 fair market value. The Board discussed the \$3.00 options that were issued in March and the need to record compensation expense**

**The Board approved additional stock options in the amount of 120,281 for new employees and for those who were inadvertently left off the previous grant.**

**The Board approved to proceed with shareholder approval to amend the Certificate of Incorporation of the Corporation to change the name of the corporation to PNV.Net, Inc.**

**There being no further business, the Board adjourned.**

**WRITTEN CONSENT OF THE STOCKHOLDERS  
OF  
PARK 'N VIEW, INC.**

The undersigned, being all of the Stockholders of Park 'N View, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by signing their written consent hereto, which action by written consent is taken in lieu of holding a special meeting of the stockholders of the Corporation:

**AMENDMENT TO CERTIFICATE OF INCORPORATION**

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Certificate of Incorporation of the Corporation be and hereby is amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the Corporation is PNV.Net, Inc."

RESOLVED FURTHER, that, to facilitate the amendment of the Certificate of Incorporation of the Corporation, each Stockholder hereby waives all covenants, if any, insofar as they relate to the amendment of the Corporation's Certificate of Incorporation.

These actions and resolutions are effective as of this the 25th day of May, 1999.

PARK 'N VIEW GENERAL PARTNER,  
INC.

By: 

Ian Williams, President

  
\_\_\_\_\_  
Ian Williams

\_\_\_\_\_  
Sam Hashman

**WRITTEN CONSENT OF THE STOCKHOLDERS  
OF  
PARK 'N VIEW, INC.**

The undersigned, being all of the Stockholders of Park 'N View, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by signing their written consent hereto, which action by written consent is taken in lieu of holding a special meeting of the stockholders of the Corporation:

**AMENDMENT TO CERTIFICATE OF INCORPORATION**

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Certificate of Incorporation of the Corporation be and hereby is amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the Corporation is PNV.Net, Inc."


RESOLVED FURTHER, that, to facilitate the amendment of the Certificate of Incorporation of the Corporation, each Stockholder hereby waives all covenants, if any, insofar as they relate to the amendment of the Corporation's Certificate of Incorporation.

These actions and resolutions are effective as of this the 25th day of May, 1999.

PARK 'N VIEW GENERAL PARTNER,  
INC.

By: \_\_\_\_\_  
Ian Williams, President

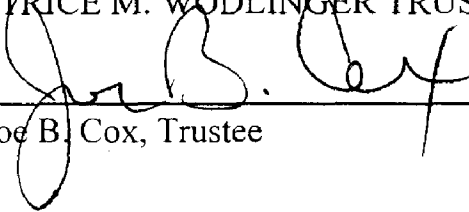
\_\_\_\_\_  
Ian Williams

  
\_\_\_\_\_  
Sam Hashman

\_\_\_\_\_  
Mark L. Wodlinger

\_\_\_\_\_  
Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By:   
\_\_\_\_\_  
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: \_\_\_\_\_  
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: \_\_\_\_\_  
Monte Nathanson

APA EXCELSIOR IV, L.P.

By: APA EXCELSIOR IV PARTNERS, L.P.  
(Its General Partner)

By: PATRICOF & CO. MANAGERS,  
INC. (Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Mark L. Wodlinger

\_\_\_\_\_  
Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: \_\_\_\_\_  
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: Daniel K. O'Connell  
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: \_\_\_\_\_  
Monte Nathanson

APA EXCELSIOR IV, L.P.

By: APA EXCELSIOR IV PARTNERS, L.P.  
(Its General Partner)

By: PATRICOF & CO. MANAGERS,  
INC. (Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



\_\_\_\_\_  
Mark L. Wodlinger

\_\_\_\_\_  
Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: \_\_\_\_\_  
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: \_\_\_\_\_  
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By:  \_\_\_\_\_  
Monte Nathanson

APA EXCELSIOR IV, L.P.

By: APA EXCELSIOR IV PARTNERS, L.P.  
(Its General Partner)

By: PATRICOF & CO. MANAGERS,  
INC. (Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Mark L. Wodlinger

\_\_\_\_\_  
Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: \_\_\_\_\_  
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: \_\_\_\_\_  
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: \_\_\_\_\_  
Monte Nathanson

APA EXCELSIOR IV, L.P.

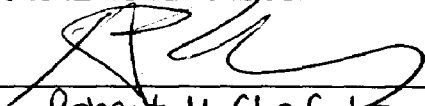
By: APA EXCELSIOR IV PARTNERS, L.P.  
(Its General Partner)

By: PATRICOF & CO. MANAGERS,  
INC. (Its General Partner)

By: \_\_\_\_\_  
Name: ROBERT M. CHEFITZ  
Title: General Partner


COUTTS & CO. (CAYMAN) LTD., CUSTODIAN  
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOF & CO. VENTURES, INC.  
INVESTMENT ADVISOR

By:   
Name: Robert M. Chelitz  
Title: General Partner

THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.  
(Its General Partner)

By:   
Name: Robert M. Chelitz  
Title: General Partner

\_\_\_\_\_  
Michael Willner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN  
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'  
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND  
MICHIGAN JUDGES RETIREMENT SYSTEM

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BENEFIT CAPITAL MANAGEMENT  
CORPORATION, AS INVESTMENT MANAGER  
FOR THE PRUDENTIAL INSURANCE CO. OF  
AMERICA SEPARATE ACCOUNT NO.  
VCA-GA-5298

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN  
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOF & CO. VENTURES, INC.  
INVESTMENT ADVISOR

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.  
(Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



Michael Willner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN  
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'  
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND  
MICHIGAN JUDGES RETIREMENT SYSTEM

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BENEFIT CAPITAL MANAGEMENT  
CORPORATION, AS INVESTMENT MANAGER  
FOR THE PRUDENTIAL INSURANCE CO. OF  
AMERICA SEPARATE ACCOUNT NO.  
VCA-GA-5298

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN  
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOF & CO. VENTURES, INC.  
INVESTMENT ADVISOR

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

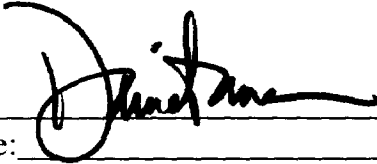
THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.  
(Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Michael Wilner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN  
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'  
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND  
MICHIGAN JUDGES RETIREMENT SYSTEM

By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: David C. Turner, Administrator  
Alternative Investments Division

BENEFIT CAPITAL MANAGEMENT  
CORPORATION, AS INVESTMENT MANAGER  
FOR THE PRUDENTIAL INSURANCE CO. OF  
AMERICA SEPARATE ACCOUNT NO.  
VCA-GA-5298

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN  
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOFF & CO. VENTURES, INC.  
INVESTMENT ADVISOR

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.  
(Its General Partner)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael Willner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN  
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'  
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND  
MICHIGAN JUDGES RETIREMENT SYSTEM

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

BENEFIT CAPITAL MANAGEMENT  
CORPORATION, AS INVESTMENT MANAGER  
FOR THE PRUDENTIAL INSURANCE CO. OF  
AMERICA SEPARATE ACCOUNT NO.  
VCA-GA-5298

By: Steve DeCarlo

Name: Steve DeCarlo

Title: SR VP + CFO Benefit

Capital

CREDIT SUISSE (GUERNSEY) LTD. AS  
TRUSTEE OF DYNAMIC GROWTH FUND II

By: [Signature]  
Name: M E Zunino T.J. WOODSLEY  
Title: ASST. VICE PRESIDENT

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-1(A)  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-1(B)  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

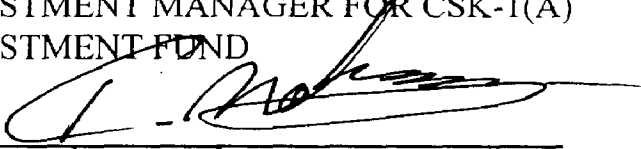
THE HILLMAN COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

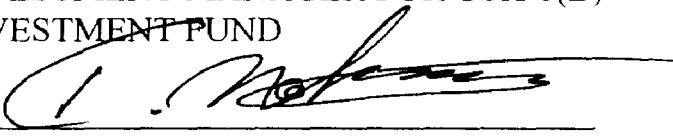
CREDIT SUISSE (GUERNSEY) LTD. AS  
TRUSTEE OF DYNAMIC GROWTH FUND II

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

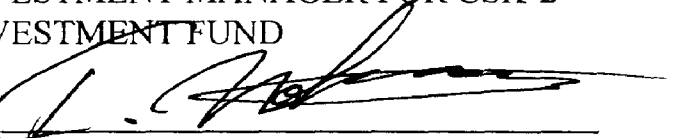
CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-1(A)  
INVESTMENT FUND

By:   
Name: Kinya Nakagome  
Title: Managing Director

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-1(B)  
INVESTMENT FUND

By:   
Name: Kinya Nakagome  
Title: Managing Director

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By:   
Name: Kinya Nakagome  
Title: Managing Director

THE HILLMAN COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



CREDIT SUISSE (GUERNSEY) LTD. AS  
TRUSTEE OF DYNAMIC GROWTH FUND II

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-1(A)  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

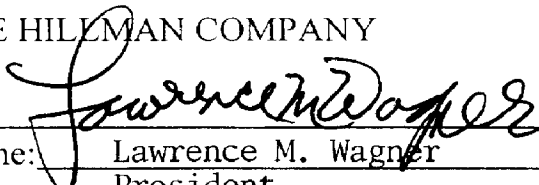
CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-1(B)  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE HILLMAN COMPANY

By:   
Name: Lawrence M. Wagner  
Title: President

VENHILL LIMITED PARTNERSHIP

By: Howard B. Hillman  
Name: \_\_\_\_\_  
Title: General Partner

JULIET CHALLENGER, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR JULIET LEA HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR AUDREY HILLIARD HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

VENHILL LIMITED PARTNERSHIP

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

JULIET CHALLENGER, INC.

By: Andrew H McQuarrie

Name: Andrew H. McQuarrie

Title: Vice President

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR JULIET LEA HILLMAN

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR AUDREY HILLIARD HILLMAN

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

VENHILL LIMITED PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JULIET CHALLENGER, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: C. G. Grefenstette  
Name: \_\_\_\_\_  
Title: TRUSTEE

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR JULIET LEA HILLMAN

By: C. G. Grefenstette  
Name: T. G. Bigley  
Title: TRUSTEES

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR AUDREY HILLIARD HILLMAN

By: C. G. Grefenstette  
Name: T. G. Bigley  
Title: TRUSTEES

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR HENRY LEA HILLMAN, JR.

By: C. G. Grefenstette  
Name: Thomas Bigley  
Title: Trustee

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR WILLIAM TALBOTT HILLMAN

By: C. G. Grefenstette  
Name: Thomas Bigley  
Title: Trustee

WINFIELD CAPITAL CORP.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ABS EMPLOYEES' VENTURE FUND LIMITED  
PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR HENRY LEA HILLMAN, JR.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR WILLIAM TALBOTT HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WINFIELD CAPITAL CORP.

By: Paul A. Perlin  
Name: Paul A. Perlin  
Title: Chief Executive Officer

ABS EMPLOYEES' VENTURE FUND LIMITED  
PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

6

RALLIB01:508979.01

6

RALLIB01:508979.01

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR HENRY LEA HILLMAN, JR.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR WILLIAM TALBOTT HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WINFIELD CAPITAL CORP.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ABS EMPLOYEES' VENTURE FUND LIMITED  
PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: Frieda K. Hallock  
Name: Frieda K. Hallock  
Title: Vice President



E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety



---

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: Garret E Cole  
Name: Garret E Cole  
Title: Treasurer

---

Michael J. DelCollo and Louise DelCollo  
JT WROS

---

Gail G. Dougherty

---

Michael K. Farr

---

Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_  
Richard Heftel, Trustee

---

Leon Kaplan and Mary Buckley Kaplan JT WROS

---

Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

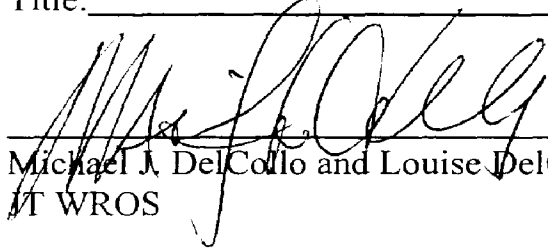
\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

  
\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
E. Reid Curley

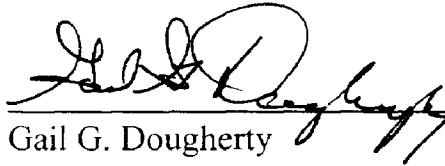
GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

  
\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

\_\_\_\_\_  
Gail G. Dougherty



\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr



\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

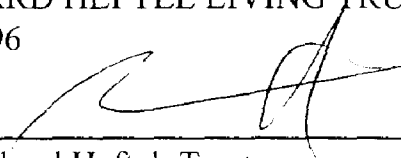
\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By:  \_\_\_\_\_  
Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Michael J. DelCollo and Louise DelCollo  
JT WROS

Gail G. Dougherty

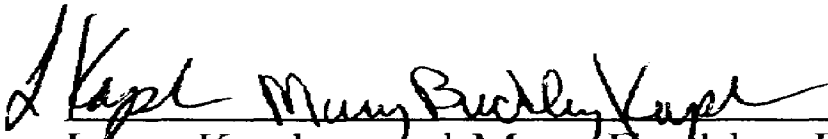
Michael K. Farr

Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee



Leon Kaplan and Mary Buckley Kaplan JT WROS

Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo  
JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

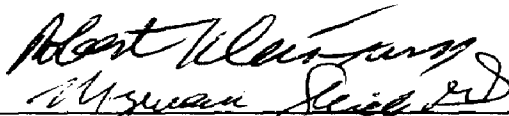
\_\_\_\_\_  
Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_

Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS



\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety





Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FOUNDATION PARTNERS FUND, G.P.

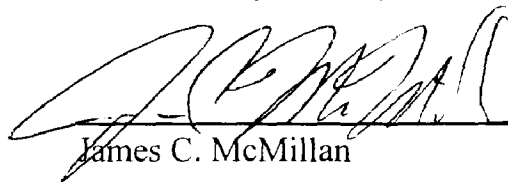
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Peter W. Wetherill

Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

  
James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FOUNDATION PARTNERS FUND, G.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

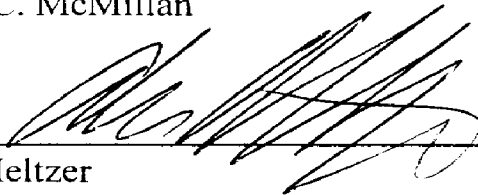
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Peter W. Wetherill

\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer



SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FOUNDATION PARTNERS FUND, G.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


\_\_\_\_\_  
Peter W. Wetherill

\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

SPIEGEL ENTERPRISES

By:   
Name: MARK A. SPIEGEL  
Title: GENERAL PARTNER

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FOUNDATION PARTNERS FUND, G.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Peter W. Wetherill

Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

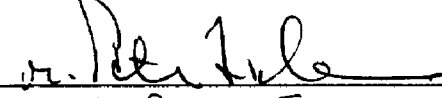
James C. McMillan

Alan Meltzer

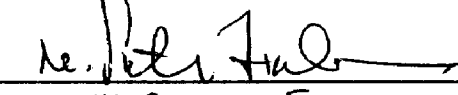
SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By:   
Name: M. PETER FISCHER  
Title: MANAGING PARTNER

FOUNDATION PARTNERS FUND, G.P.

By:   
Name: M. PETER FISCHER  
Title: ~~THE~~ PRESIDENT OF DEER CREEK  
FOUNDATION, GENERAL PARTNER

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Peter W. Wetherill

\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FOUNDATION PARTNERS FUND, G.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, ~~THE~~ L.L.P.

By: Alfred M. Walpert  
Name: ALFRED M. WALPERT  
Title: MANAGING MEMBER

\_\_\_\_\_  
Peter W. Wetherill

TRI VENTURES

By: 

Name: JAMES A. LUSTIG

Title: PARTNER

\_\_\_\_\_  
Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

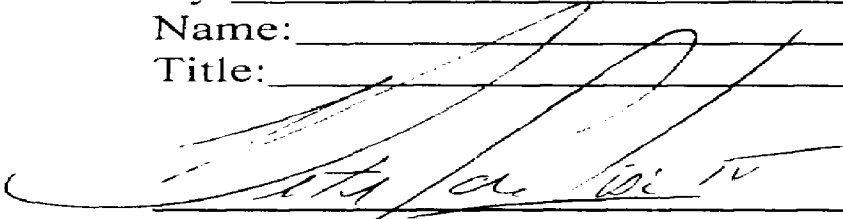
\_\_\_\_\_  
Robert May

TRI VENTURES

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

A handwritten signature in black ink, appearing to read "Peter Carlisi IV", is written over the signature line and extends into the name and title lines.

Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May



TRI VENTURES

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Peter Carlisi IV

  
\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May

TRI VENTURES

By: \_\_\_\_\_

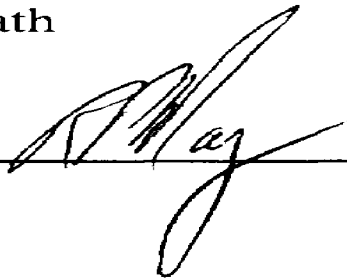
Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May

A handwritten signature in black ink, appearing to read "R. May", written over a horizontal line.