


12-29-2004

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

MPD
12/29/04

RE



102825896

To the Director of the U. S. Patent and Trademark Office, please forward this document to the address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Bank of Nova Scotia

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Commercial Bank

Citizenship (see guidelines) Canada

Execution Date(s) 12/22/04

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No
Additional names, addresses, or citizenship attached? Yes No

Name: See attached Schedule 1

Internal Address: _____

Street Address: _____

City: _____

State: _____

Country: _____ Zip: _____

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Agreement

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See attached Schedule A

B. Trademark Registration No.(s)
See attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
See attached Schedule A

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Larissa Baker - Paralegal

Internal Address: Wachtell, Lipton, Rosen & Katz

Street Address: 51 W. 52nd Street

City: New York

State: NY Zip: 10019

Phone Number: 212-403-1470

Fax Number: 212-403-2000

Email Address: lbaker@wlrk.com

6. Total number of applications and registrations involved: 59

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,610.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Robinson Strauss 12/28/04
Signature Date

Robinson Strauss
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 24

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 002999 FRAME: 0397

12/29/2004 6:08:11
01 FC:8521
02 FC:8522
03 FC:8523
1450.00 OP
120.00 OP

Schedule 1

<i>Receiving Party</i>	<i>Type of Entity (State of Formation)</i>	<i>Name and Address of Receiving Party</i>
KINETICS GROUP, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
MEGA SYSTEMS & CHEMICALS, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
UNIT INSTRUMENTS, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
FTS SYSTEMS, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
INSYNC SYSTEMS, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
THOMAS CONVEYOR COMPANY	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
PROCOMP, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729
KINETICS FLUID SYSTEMS, INC.	Corporation	Marlinda Hinojosa Celerity Legal Department 200-C Parker Drive Suite 600 Austin, TX 78729

1. Receiving Party: KINETICS GROUP, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
CHEMICAL ICON	USA	75/176,414	10/03/96	2,285,861	10/12/99	Installation of Process Piping and Control Systems for use in Manufacturing Processes of Biotech.	Registered
WATER ICON	USA	75/176,413	10/03/96	2,278,282	09/14/99	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
GAS ICON	USA	75/176,410	10/03/96	2,281,909	09/28/99	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
RING DESIGN	USA	75/206,750	12/02/96	2,160,105	05/19/98	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
RING DESIGN	China			1227874	11/28/98	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
RING DESIGN	Mexico	296620		597345	03/13/99	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
KINETICS	USA	75/166,046	09/11/96	2,158,214	05/19/98	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
KINETICS	France	96/657,734	12/31/96	96/647,734	06/13/97	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
KINETICS	Mexico	289351	03/10/97	568478	01/28/98	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
BIO-KINETICS	USA	75/198,028	11/14/96	2,203,512	11/17/98	Installation of Process Systems and Process Equipment, Including Piping, Controls and Instruments	Registered
BUILDING SOLUTIONS	USA	75/176,412	10/03/96			Design, Installation and Quality Assurance of Process Systems and Process Equipment	Pending (currently suspended pending outcome of a prior-filed related mark by another party)
MEGA-KINETICS	USA	75/722,000	06/04/99			Manufacturing of Semi-Conductor Equipment	Pending
SURROUND THE TOOL	USA	75/694,685	04/29/99			Manufacture and Installation of Microelectronic and Biotechnology Processing Equipment	Pending
SURROUND THE TOOL FOR THE LIFE OF THE FAB	USA	75/873,182	12/16/99			Industrial and commercial plant construction services	Pending
KINETICS	Mexico	309100	09/29/97	509101	10/21/98		Registered

2. Receiving Party: MEGA SYSTEMS & CHEMICALS, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
MEGA	USA	74/477,279	01/10/94	1,930,638	10/31/95		Registered
MEGA (and Design)	USA	74/488,834	02/10/94	1,987,856	07/23/96		Registered

3. Receiving Party: UNIT INSTRUMENTS, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
MISCELLANEOUS DESIGN	USA	75/562,001	09/30/98	2,340,238	04/11/00	Modular Gas Delivery System and Components Thereof	Registered
MULTIFLO	USA	75/533,206	08/10/98	2381936	08/29/00	Device Used in Regulating the Delivery of Gases in Semi-Conductor Manufacturing, and Industrial and Medical Applications	Registered
Z-BLOC	USA	75/562,002	09/30/98	2,340,239	04/11/00	Modular Gas Delivery System and Components Thereof	Registered
Z	USA	75/562,001	09/30/98	2,340,238	04/11/00		Registered

4. Receiving Party: FTS SYSTEMS, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
AIR-JET	USA	73/477,415	04/26/84	1,329,425	04/09/85		Registered
BIO-COOL	USA	73/477,416	04/26/84	1,320,577	02/19/85		Registered
FLEXI-COOL	USA	73/024,337	06/17/74	1,016,758	07/29/75		Registered
MAXI-COOL	USA	75/656,066	03/08/99	2,432,784	03/06/01		Registered
MULTI-COOL	USA	73/024,336	06/17/74	1,017,898	08/12/75		Registered
ULTRA-COOL	USA	75/656,067	03/08/99				Pending
FTS	USA	73/004,234	10/23/73	1,015,728	07/15/75		Registered
LYOSTAR*	USA	75/91756	02/14/00	2,505,955	11/13/01		Registered
LYOMANAGER*	USA	75/917,947	02/14/00	2,587,219	07/02/02		Registered
QUANTUM*	USA	75/918,190	02/14/00	2,577,217	06/11/02		Registered
TURBO-JET	USA	74/116,542	11/19/90	1,713,407	09/08/92		Registered

* Application filed in name of FTS/Kinetics Corp. (assumed name). Filing for name change in progress.

5. Receiving Party: INSYNC SYSTEMS, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
PULLBRITE	USA	74/733,600	09/25/95	1,993,594	08/13/96		Registered
PURECLEAN	CA			045313	11/27/95		Registered
INSYNC AND DESIGN	USA	75/552,384	07/22/94	1,952,486	01/30/96		Registered
PURECLEAN	USA	74/734,275	09/25/95	2,060,505	05/13/97		Registered
PULLBRITE	USA	74/733,600	09/25/95	1,993,594	08/13/96		Registered
INSYNC	EM	178,897	04/01/96	178,897	10/23/98		Registered
GASWARE	USA	75/003,123	10/10/95	2,146,638	03/24/00		Registered
GASWARE	China	96-0041946	04/01/96	1,060,070	07/21/97		Registered
GASWARE	Germany	39606965.7	02/14/96	3,960,6965	05/28/97		Registered
GASWARE	Great Britain	2,056,177	02/09/06	2,056,177	02/09/96		Registered
GASWARE	Japan	37953/96	04/10/96	4129016	03/27/98		Registered
GASWARE	Korea	96-5714	02/15/96	407145	07/01/98		Registered
GASWARE	Malaysia	3627/96	04/09/96	96003627	04/09/96		Registered
GASWARE	Singapore	S/2326/96		TP96/02326E	10/10/95		Registered
VERSA PLANE	USA	75/253,968	03/06/97	2,534,376	01/29/02		Registered

6. Receiving Party: THOMAS CONVEYOR COMPANY

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
THOMAS	USA	72/430,644	07/24/72	1,010,119	05/06/75		Renewed
TC AND DESIGN	USA	72/430,646	07/24/72	973,929	11/27/73		Renewed
TOTE*	USA	71/550,464	02/24/48	517,618	11/15/49		Registered
TOTE	Argentina	660415	07/16/64	538605	09/18/64		Registered
TOTE	Brazil	945971	12/23/70	007197322	08/10/80		Registered
TOTE	Canada	267047	01/16/62	148876	01/13/67		Registered
TOTE	Mexico	43923	09/25/70	161900	09/25/70		Registered
TOTE SYSTEMS*	USA	72/307,609	09/18/68	882,345	12/16/69		Registered
TOTE SYSTEMS	Canada	311369	02/28/68	161018	02/07/69		Expunged

* Right of first refusal granted to Hoover Universal, Inc. on 3/22/88.

7. Receiving Party: PROCOMP, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
PROCOMP	USA	75/129,471	07/03/96	2,055,490	04/22/97		Registered

8. Receiving Party: KINETICS FLUID SYSTEMS, INC.

Mark	Country	Serial No.	Filing Date	Reg. No.	Reg. Date	Goods	Status
X-50*	USA	75/034,069	12/18/95	2,168,804	06/30/98		Registered
FABWARE	USA	75/777,050	08/16/99				Pending

* Registered in name of KSE-CA, Inc. dba X-50 Sales & Manufacturing Corp. Filing for name change in progress.

TRADEMARK RELEASE

THIS TRADEMARK RELEASE (this "Release") is given as of this 23rd day of December, 2004 by Bank of Nova Scotia ("Assignor"), to Kinetics Group, Inc., Mega Systems & Chemicals, Unit Instruments, Inc., FTS Systems, Inc., Insync Systems, Inc., Thomas Conveyor Company, Procomp, Inc. and Kinetics Fluid Systems, Inc. (collectively, along with their successors, the "Assignees") as follows:

WHEREAS, Assignor (as successor Collateral Agent to Bank One, N.A.) and Assignees entered into a Security Agreement, dated as of August 30, 2000 (the "Security Agreement") which was recorded in the United States Patent and Trademark Office on September 22, 2000 at Reel 2144 Frame 0815, pursuant to which Assignees granted to Assignor a first priority security interest in the Trademarks (as defined in the Security Agreement, the "Trademark Collateral"), including without limitation the registrations and applications identified in Exhibit A to this Release (the "Released Trademarks"), as collateral security for the prompt and complete payment and performance when due, whether at the stated maturity, by acceleration, upon one or more dates set for prepayment or otherwise of the Obligations (as defined in the Security Agreement, the "Obligations");

WHEREAS, pursuant and subject to that certain Payoff Letter, dated as of December 23, 2004, Assignor has agreed to release its first priority security interests in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

Assignor hereby unconditionally, irrevocably and absolutely releases, terminates, extinguishes and forever discharges its security interest in any of the Trademark Collateral owned by the Assignees, including without limitation the Released Trademarks, and reassigns any and all interest Assignor may have in such of the Trademark Collateral to the Assignees. This release shall be binding upon Assignor's legal representatives, assigns and successors. The Parties hereto authorize and request the Director of Patents and Trademarks of the United States of America to record this Release against the Trademarks.

Acknowledged and Agreed:

Deutsche Bank Trust Company Americas

By:

Name: Mark B. Cohen

Title: Managing Director

[Celerity Trademark Release DB Signature Page]

**TRADEMARK
REEL: 002999 FRAME: 0410**

EXHIBIT A

[See attached]

1. Receiving Party: KINETICS GROUP, INC.

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CHEMICAL ICON	USA	75/176,414	10/03/96	2,285,861	10/12/99	Installation of Process Piping and Control Systems for use in Manufacturing Processes of Biotech.	Registered
WATER ICON	USA	75/176,413	10/03/96	2,278,282	09/14/99	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
GAS ICON	USA	75/176,410	10/03/96	2,281,909	09/28/99	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered
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KINETICS	France	96/657,734	12/31/96	96/647,734	06/13/97	Installation of Process Piping and Control Systems for use in the Manufacturing Processes Biotech	Registered

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BUILDING SOLUTIONS	USA	75/176,412	10/03/96			Design, Installation and Quality Assurance of Process Systems and Process Equipment	Pending (currently suspended pending outcome of a prior-filed related mark by another party)
MEGA-KINETICS	USA	75/722,000	06/04/99			Manufacturing of Semi-Conductor Equipment	Pending
SURROUND THE TOOL	USA	75/694,685	04/29/99			Manufacture and Installation of Microelectronic and Biotechnology Processing Equipment	Pending
SURROUND THE TOOL FOR THE LIFE OF THE FAB	USA	75/873,182	12/16/99			Industrial and commercial plant construction services	Pending
KINETICS	Mexico	309100	09/29/97	509101	10/21/98		Registered

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MEGA (and Design)	USA	74/488,834	02/10/94	1,987,856	07/23/96		Registered

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Z	USA	75/562,001	09/30/98	2,340,238	04/11/00		Registered

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FLEXI-COOL	USA	73/024,337	06/17/74	1,016,758	07/29/75		Registered
MAXI-COOL	USA	75/656,066	03/08/99	2,432,784	03/06/01		Registered
MULTI-COOL	USA	73/024,336	06/17/74	1,017,898	08/12/75		Registered
ULTRA-COOL	USA	75/656,067	03/08/99				Pending
FTS	USA	73/004,234	10/23/73	1,015,728	07/15/75		Registered
LYOSTAR*	USA	75/91756	02/14/00	2,505,955	11/13/01		Registered
LYOMANAGER*	USA	75/917,947	02/14/00	2,587,219	07/02/02		Registered
QUANTUM*	USA	75/918,190	02/14/00	2,577,217	06/11/02		Registered
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* Application filed in name of FTS/Kinetics Corp. (assumed name). Filing for name change in progress.

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PURECLEAN	USA	74/734,275	09/25/95	2,060,505	05/13/97		Registered
PULLBRITE	USA	74/733,600	09/25/95	1,993,594	08/13/96		Registered
INSYNC	EM	178,897	04/01/96	178,897	10/23/98		Registered
GASWARE	USA	75/003,123	10/10/95	2,146,638	03/24/00		Registered
GASWARE	China	96-0041946	04/01/96	1,060,070	07/21/97		Registered
GASWARE	Germany	39606965.7	02/14/96	3,960,6965	05/28/97		Registered
GASWARE	Great Britain	2,056,177	02/09/06	2,056,177	02/09/96		Registered
GASWARE	Japan	37953/96	04/10/96	4129016	03/27/98		Registered
GASWARE	Korea	96-5714	02/15/96	407145	07/01/98		Registered
GASWARE	Malaysia	3627/96	04/09/96	96003627	04/09/96		Registered
GASWARE	Singapore	S/2326/96		TP96/02326E	10/10/95		Registered
VERSA PLANE	USA	75/253,968	03/06/97	2,534,376	01/29/02		Registered

6. Receiving Party: THOMAS CONVEYOR COMPANY

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TOTE*	USA	71/550,464	02/24/48	517,618	11/15/49		Registered
TOTE	Argentina	660415	07/16/64	538605	09/18/64		Registered
TOTE	Brazil	945971	12/23/70	007197322	08/10/80		Registered
TOTE	Canada	267047	01/16/62	148876	01/13/67		Registered
TOTE	Mexico	43923	09/25/70	161900	09/25/70		Registered
TOTE SYSTEMS*	USA	72/307,609	09/18/68	882,345	12/16/69		Registered
TOTE SYSTEMS	Canada	311369	02/28/68	161018	02/07/69		Expunged

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FABWARE	USA	75/777,050	08/16/99				Pending

* Registered in name of KSE-CA, Inc. dba X-50 Sales & Manufacturing Corp. Filing for name change in progress.