

07-01-2004



102781467

7-1-04

To the Honorable Commissioner of Patents and Trademarks, 102781467 and original documents or copy thereof.

1. Name of conveying party(ies):
Speedline Technologies, Inc. 7.1.04

Individual(s) Association
 General Partnership Limited Partnership
 Corporation—State
 Other _____

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

2. Name and address of receiving party(ies)
Name: KPS Special Situations Fund II L.P.
Internal
Address: 200 Park Avenue, 38th Floor
Street Address: _____

City: New York State: NY Zip: 10016

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation – State _____
 Other _____

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

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

Execution Date: May 21, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached.

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

Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Doron S. Goldstein
Paul, Weiss, Rifkind, Wharton & Garrison,
Internal Address: LLP

Street Address: 1285 Avenue of the Americas

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 39

7. Total fee (37 CFR 3.41) \$ 990
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Doron S. Goldstein
Name of Person Signing

[Signature]
Signature

6/30/04
Date

Total number of pages including cover sheet, attachments, and documents: 23

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

07/01/2004 LUELLER 00000158 2481434
40 00EOP
950 00 OP
01 FC:8521
02 FC:8522

Schedule to Trademark Recordation Cover Sheet

Registrations:

1. 2481434
2. 2593998
3. 2548395
4. 2564033
5. 2579027
6. 2590750
7. 2495119
8. 1115164
9. 0968149
10. 2014454
11. 1892565
12. 1062645
13. 2391826
14. 1006225
15. 1378999
16. 0913437
17. 1115093
18. 1381960
19. 1271502
20. 2436444
21. 2565518
22. 2525030

Applications:

1. 76/013602
2. 75/732561
3. 75/451826
4. 75/564484
5. 78/075683
6. 75/639518
7. 73/446670
8. 74/642523
9. 76/128729
10. 78/100542
11. 78/076955
12. 76/294997
13. 74/541283
14. 75/916465
15. 76/365856
16. 75/851787
17. 75/851341

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
(the "Notice"), dated as of May 21, 2004, made by Speedline Technologies, Inc., a Delaware corporation ("Grantor"), in favor of KPS Special Situations Fund II, L.P., a Delaware limited partnership ("Secured Party").

WHEREAS, the Grantor is the owner of the trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the "Trademarks"); and

WHEREAS, pursuant to the Guarantee and Collateral Agreement dated as of May 21, 2004 by and among Grantor, Speedline Holdings I, Inc. and the Secured Party (the "Guarantee and Collateral Agreement"), Grantor granted, assigned and conveyed to Secured Party a security interest in, and lien on, certain intellectual property owned by the Grantor, including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, Grantor is executing and delivering to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Guarantee and Collateral Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Guarantee and Collateral Agreement, the Grantor hereby confirms the grant, assignment and conveyance in the Guarantee and Collateral Agreement and grants, assigns and conveys to Secured Party a security interest in, and lien on the Trademark Collateral, provided that the grant of security interest shall not include any Trademark that may be deemed invalidated, canceled or abandoned due to the grant and/or enforcement of such security interest unless and until such time that the grant and/or enforcement of the security interest will not affect the validity of such Trademark.

The Grantor hereby acknowledges the sufficiency and completeness of this Notice to create the security interest in the Trademark Collateral and to grant the same to the Secured Party, and the Grantor hereby requests the relevant trademark office and/or governing body to file and record the same together with the annexed Schedule 1.

The Grantor and the Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Guarantee and Collateral Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Notice to be duly executed and delivered as of the date first above written.

SPEEDLINE TECHNOLOGIES, INC.

By: 
Name: Pierre de Villemejeane
Title: Chief Executive Officer

STATE OF
COUNTY OF

) Massachusetts
) ss.: 021-82-8066
) Worcester

On this 21 day of May, 2004 before me personally came Pierre de Villemagne, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the CEO of Speedline Technologies, Inc.; he signed the instrument in the name of Speedline Technologies, Inc.; and he had the authority to sign the instrument on behalf of Speedline Technologies, Inc.



Anapaula S. Sherwin
Notary Public

Schedule 1

(4)

DocketNumber	StatusDescription	ApplicationNumber	RegistrationNumber	ExpirationDate	CountryName	ApplicationDate	RegistrationDate	PublicationDate	Trademark	ClientName
T01088-TW	Registered	88-033305	882784	40603	Taiwan	38349	38651		ACCEL	Accel Division
T01088-SG	Filed	T00/17010E			Singapore	38798			HYDROCEL	Accel Division
T01088-US	Registered	75/61632	2481434	40783	United States	38388	37131	37047	ACCEL	Accel Division
T01088-SG	Registered	T99/09372B	T99/09372B	40031	Singapore	38378	38378		ACCEL	Accel Division
T01088-MX	Registered	394198	668661	40094	Mexico	38441	38890		ACCEL	Accel Division
T01088-KR	Registered	2362899	474722	40394	South Korea	38346	38742		ACCEL	Accel Division
T01088-JP	Registered	11-91373	4388054	40362	Japan	38346	38790		ACCEL	Accel Division
T01088-BR	Filed	821807935			Brazil	38383			ACCEL	Accel Division
T01088-CA	Registered	1022075	TMA 658845		Canada	38384	37283	37090	ACCEL	Accel Division
T01088-US	Registered	76/174838	2683988		United States	38884	37483	37389	MICROPRO	Accel Division
T01088-TW	Registered	89-068806	979057		Taiwan	38788	37240		HYDROCEL	Accel Division
T01088-US	Filed	78/013602			United States	38813		37187	HYDROCEL	Accel Division
T01088-CN	Registered	8800087818	148874	40840	China P.R.	38997	38988		ACCEL	Accel Division
T01088-CTM	Registered	1230077	1230077	39999	Community Trademark	38346	38741		ACCEL	Accel Division
T01088-CTM	Registered	1373836	1373836	40122	Community Trademark	38489	39489		CAMALOT BENCHMARK	Camalot Division
T01088-CTM	Registered	1260862	1260862	40016	Community Trademark	38383	38788		CAMALOT MATRIXX	Camalot Division
T01088-CTM	Registered	1248483	1248483	40016	Community Trademark	38382	38382		HOTOTRAC	Camalot Division

T01101-CTM	Registered	816340	816340	39682	Community Trademark	36909	36724		VMS	Carnalot Division
T01102-CTM	Registered	802636		39685	Community Trademark	36912	36686		XYFLEX	Carnalot Division
T01103-CTM	Registered	2002288	2002288		Community Trademark	36876	36876	37081	XYFLEXPRO	Carnalot Division
T01096-CA	Inactive	1023280			Canada	36883			CAMALOT MATRIX	Carnalot Division
T01096-US	Inactive	76699513			United States	36203			CAMALOT MATRIX	Carnalot Division
T01082-CTM	Registered	1127372	1127372	39609	Community Trademark	36258	36861		CAMALOT	Carnalot Division
T01103-JP	Registered	2000-136978	4668916		Japan	36678	37344	37376	XYFLEXPRO	Carnalot Division
T01092-US	Inactive	76732661			United States	36332			CAMALOT BENCHMARK	Carnalot Division
T01103-ID1	Registered	484661	404661		Indonesia	37243	36917		XYFLEXPRO	Carnalot Division
T01103-US	Registered	70/071864	2646366		United States	36993	37327		XYFLEXPRO	Carnalot Division
T01092-US	Registered	76/694600	264033		United States	36073	37366		CAMALOT	Carnalot Division
T01082-CA	Registered	1011024	662267	42664	Canada	36261	37176		CAMALOT	Carnalot Division
T01103-SG1	Registered	T0021648F	T0021648F		Singapore	36893	36663		XYFLEXPRO	Carnalot Division
T01103-TW	Registered	89-072693	678814		Taiwan	36876	36661	37166	XYFLEXPRO	Carnalot Division
T01096-ID	Inactive	D98-20870	406726	40149	Indonesia	36466	36936		CAMALOT PULSE-JET	Carnalot Division
T01103-KR	Registered	2000-67641	603662	40828	South Korea	36876	37176	37071	XYFLEXPRO	Carnalot Division
T01096-KR	Inactive	10646/69	473461	40372	South Korea	36263	36720		MATRIX	Carnalot Division
T01103-CN	Registered	2000198666	1737969		China P.R.	36878	37343	37263	XYFLEXPRO	Carnalot Division

TO1102-US	Registered	76/461826		40/61	United States	36871	36809		XYFLEX	Cannalot Division
TO1103-SG	Registered	T0021648D	T0021648D		Singapore	36693	36693	31207	XYFLEXPRO	Cannalot Division
TO1100-JP	Inactive	11-107084	4401410	40626	Japan	36488	36873		PULSEJET	Cannalot Division
TO1198-US	Inactive	76/561043			United States	36049			CANALOT BENCHMARK	Cannalot Division
TO1100-CA	Inactive	1034682			Canada	36466			PULSEJET	Cannalot Division
TO1099-CA	Inactive	1011023			Canada	36261			MATRIX	Cannalot Division
TO1098-CA	Inactive	1029278			Canada	36363			HOTTRAC	Cannalot Division
TO1098-CA	Inactive	1034786			Canada	36467			CANALOT PULSE- JET	Cannalot Division
TO1103-ID	Inactive	D0030822			Indonesia	36878			XYFLEXPRO	Cannalot Division
TO1101-US	Inactive	76/393041			United States	36763			VMS	Cannalot Division
TO1100-US	Inactive	76713219			United States	36904			PULSEJET	Cannalot Division
TO1100-TW	Inactive	89-057208			Taiwan	36481			PULSEJET	Cannalot Division
TO1099-ID	Inactive	D99-6186	469300	36908	Indonesia	36266	36682		MATRIX	Cannalot Division
TO1100-KR	Inactive	41338099	482236	40623	South Korea	36467	36871		PULSEJET	Cannalot Division
TO1098-JP	Inactive	11-107086	4401411	40626	Japan	36488	36973		CANALOT PULSE- JET	Cannalot Division
TO1100-ID	Inactive	D99-20871	440727	40148	Indonesia	36488	36936		PULSEJET	Cannalot Division
TO1098-TW	Inactive	89-014738	609349	40487	Taiwan	36262	36816		MATRIX	Cannalot Division
TO1099-SG	Inactive	T99/03332F		36908	Singapore	36266	36973		MATRIX	Cannalot Division

T0102-TW	Registered	87-038808		40314	Taiwan	36013	38682							
T01098-JP	Inactive	11-29867			Japan	38282								
T01102-SG	Registered	T98/07908Z		39888	Singapore	38013	38871							
T01098-US	Inactive	78/713247			United States	38304					37397			
T01098-TV	Inactive	88-057207			Taiwan	38481								
T01098-SG	Inactive	T99/13048H	T99/13048H	40132	Singapore	38479	38304							
T01098-KR	Inactive	42358/09	483235	40623	South Korea	38473	38871							
T01100-SG	Inactive	T98/13048P	T99/13048P	38867	Singapore	38479	38904							
T01101-CA	Filed	880013			Canada	38847								
T01092-JP	Registered	11-107888	4481831	40826	Japan	38488	38873							
T01092-ID	Registered	D88-20872	487009	40141	Indonesia	38488	38941							
T01082-TW	Registered	88-014738	908860	40487	Taiwan	38282	38816							
T01082-MX	Registered	388787		40861	Mexico	38398	38433							
T01082-KR	Registered	1084799	479714	40323	South Korea	38283	38871							
T01082-JP	Registered	11-29868	4483898	40860	Japan	38252	38898							
T01102-KR	Registered	20138/88	481012	40009	South Korea	38017	38356							
T01082-CN	Registered	9900087908	1488734	40540	China P.R.	38389	38888							
T01103-CN1	Registered	2000198887	1737988		China P.R.	38878	37343				37404			

T01103-TW1	Filed	89-072894				Taiwan	38878			XYFLEXPRO	Carnalot Division
T01092-KR	Registered	4235739	487918	40590	South Korea	38473	38938			CAMALOT BENCHMARK	Carnalot Division
T01102-SG1	Filed	T98/07909H			Singapore	38013				XYFLEX	Carnalot Division
T01082-ID	Registered	D99-45188	459038	39988	Indonesia	38255	38881			CAMALOT	Carnalot Division
T01099-US	Filed	76584484			United States	38073				MATRIX	Carnalot Division
T01098-JP	Filed	1407221			Japan	38378				HOTUTRAC	Carnalot Division
T01096-JP	Filed	1407888			Japan	38378				CAMALOT MATRIX	Carnalot Division
T01092-CA	Filed	1034893			Canada	38488				CAMALOT BENCHMARK	Carnalot Division
T01092-SG	Filed	T89/03331H			Singapore	38285				CAMALOT	Carnalot Division
T01092-BR	Filed	821807900			Brazil	38383				CAMALOT	Carnalot Division
T01094-US	Docket				United States					CAMALOT DISPENSING	Carnalot Division
T01100-CTM	Inactive	1388924	1388924	40118	Community Trademark	38488				PULSEJET	Carnalot Division
T01099-CTM	Inactive	1122082	1122082		Community Trademark	38248	38248			MATRIX	Carnalot Division
T01098-CTM	Inactive	1372374	1372374	40121	Community Trademark	38488	38488			CAMALOT PULSE- JET	Carnalot Division
T01103-CA	Filed	1808888			Canada	38878				XYFLEXPRO	Carnalot Division
T01102-CA	Registered	895881	848874		Canada	38008	37897			XYFLEX	Carnalot Division
T01102-JP	Registered	276303		40460	Japan	39014	38788			XYFLEX	Carnalot Division
T01210-US	Filed	78076883			United States	37897		37830		QUICKCLICK	Carnalot Division

T0102-ID	Registered	D98-14958	444726	38595	Indonesia	38042	38836			XYFLEX	Carnalot Division
T01092-SG	Registered	T89/13047Z	T89/13047Z		Singapore	38332	38332	37106		CAMALOT BENCHMARK	Carnalot Division
T01101-US1	Registered	76/451563	2879027		United States	35871	37418			VMS	Carnalot Division
T01101-TW	Registered	87-028418		40375	Taiwan	38948	38723			VMS	Carnalot Division
T01101-SG1	Registered	T89/03840E	T89/03840E		Singapore	35871	35871			VMS	Carnalot Division
T01101-SG	Registered	T89/03839A	T89/03839A		Singapore	35808	36809	37011		VMS	Carnalot Division
T01101-KR	Registered	11639288	457876	40121	South Korea	35819	36468			VMS	Carnalot Division
T01101-JP	Registered	10-57009		40171	Japan	35879	36518			VMS	Carnalot Division
T01101-ID	Registered	D98-09686		38902	Indonesia	35849	36674			VMS	Carnalot Division
T01096-ID	Registered	D98-14373	482071	40043	Indonesia	36384	36380			CAMALOT MATRIX	Carnalot Division
T01096-US	Registered	76/838618		40464	United States	38203	38902			HOTUTRAC	Carnalot Division
T01093-US	Registered	73/448870		38861	United States	30684	31288			CAMALOT DESIGN	Carnalot Division
T01086-KR	Registered	28480/89	478887	40464	South Korea	35376	38812			CAMALOT MATRIX	Carnalot Division
T01096-SG	Registered	T89/07918J	T89/07918J		Singapore	38203	38203			CAMALOT MATRIX	Carnalot Division
T01096-TW	Registered	89-038488	622739	40049	Taiwan	38387	38997			CAMALOT MATRIX	Carnalot Division
T01097-US	Registered	74/842523		38899	United States	34784	38046			GEMINI	Carnalot Division
T01098-ID	Registered	D98-14371	481848	40043	Indonesia	36384	36380			HOTUTRAC	Carnalot Division
T01098-KR	Registered	28718/89	486689	40708	South Korea	36378	37067			HOTUTRAC	Carnalot Division

T01098-SG	Registered	T9907767F	T9907767F			Singapore	36203	36203		HOTTRAC	Camelid Division
T01098-TW	Registered	89-038281	835603	40818		Taiwan	36364	36986		HOTTRAC	Camelid Division
T01092-TW	Registered	89-097208	930669	40690		Taiwan	36461	36936		CAVALOT BENCHMARK	Camelid Division
T01126-US	Filed	76/128729				United States	36763			AQUASTORM	Electrovent Division
T01126-US	Registered	76/127991	2690790			United States	36763	37446	37362	AQUAJET	Electrovent Division
T01126-UK	Registered			39327		Great Britain	38118	34281		CONZTOUR (DESIGN)	Electrovent Division
T01126-MX	Registered		463398	38035		Mexico	34363			CONZTOUR (DESIGN)	Electrovent Division
T01129-IT	Registered			38807		Italy	34366	36398		CONZTOUR (DESIGN)	Electrovent Division
T01126-FR	Registered			37963		France	34311	34608		CONZTOUR (DESIGN)	Electrovent Division
T01126-DE	Registered	ES34417W	2081368	37894		Germany	34292	34628		CONZTOUR (DESIGN)	Electrovent Division
T01126-BX	Registered			38082		Benelux	34429	34639		CONZTOUR (DESIGN)	Electrovent Division
T01126-US	Registered	76121856	2498119	40826		United States	36774	37173		BRAVO	Electrovent Division
T01133-CTM	Filed	683582				Community Trademark	36634			ELECTRA	Electrovent Division
T01270-US	Filed	78/100642				United States	37268			TORRID ZONE	Electrovent Division
T01216-US	Filed	78078685				United States	37104			COOL CLEAN	Electrovent Division
T01209-US	Filed	76229497				United States	37108		37608	DLS	Electrovent Division
T01131-UK	Registered	1091446		39696		Great Britain	28543	29980		DIAL-A-LOCK	Electrovent Division
T01136-UK	Filed	1091446		39213		Great Britain	28543			ELECTROPREP	Electrovent Division

T01134-CTM1	Inactive	678104					Community Trademark	36834				ELECTRAWAVE	Electrovert Division
T01134-CTM	Inactive	1372358	1372358				Community Trademark	36468	36468			ELECTRAWAVE	Electrovert Division
T01146-IN	Filed	678308					India	34948				OMNIFLO	Electrovert Division
T01146-FR	Registered					36439	France	36787	36787			ULTRAPAK	Electrovert Division
T01132-MA	Registered		436709			36859	International	36908	36908			ECONOPAK	Electrovert Division
T01181-UK	Registered		1091441			36886	Great Britain	32861	32861			ELECTRATRIM	Electrovert Division
T01161-US	Registered	73167242	1119184			36892	United States	28622	28934			WAVEDYNAMICS	Electrovert Division
T01161-UK	Registered					36888	Great Britain	28643	29061			WAVEDYNAMICS	Electrovert Division
T01161-DE	Registered					36838	Germany	32232	36894			WAVEDYNAMICS	Electrovert Division
T01161-BR	Registered					36492	Brazil	34672	34779			WAVEDYNAMICS	Electrovert Division
T01146-FI	Registered	6022785				36973	Finland	34946	36321			OMNIFLO	Electrovert Division
T01148-US	Registered	72425897	888149			37878	United States	28446	28919			ULTRAPAK	Electrovert Division
T01144-MA	Registered		436710			36443	International	28488	28488			KLEENOX	Electrovert Division
T01146-US	Registered	744641793	2014464			36028	United States	34781	36374			OMNIFLO	Electrovert Division
T01146-UK	Registered					36889	Great Britain	34846	36244			OMNIFLO	Electrovert Division
T01146-SE	Registered	9649888				36980	Sweden	36928	36928			OMNIFLO	Electrovert Division
T01146-MX	Registered	242461	621738			36889	Mexico	34846	36186			OMNIFLO	Electrovert Division
T01146-JP	Registered					36442	Japan	36780	36780			OMNIFLO	Electrovert Division

T01146-IT	Registered	M195C00858		38599	Italy	34048	35938	OMNIFLO	Electrovent Division
T01146-FR	Registered			38598	France	34948	34948	OMNIFLO	Electrovent Division
T01146-UK	Registered			38833	Great Britain	28530	28081	VAPORAK	Electrovent Division
T01127-MX	Inactive		430843		Mexico	33438	34311	ATMOS 2000	Electrovent Division
T01195-BR	Inactive				Brazil			INFRAFLO	Electrovent Division
T01180-UK	Inactive		1091444	35117	Great Britain		32881	LEVELAIR	Electrovent Division
T01177-US	Inactive	74376301	1880869	38292	United States	34064	34639	LME 2000	Electrovent Division
T01147-US	Inactive	73334823	1211305	37634	United States	29888	30229	STABILIZER	Electrovent Division
T01142-CA	Inactive	658819	328876	37370	Canada	31482	31891	HOLLIS	Electrovent Division
T01134-US	Inactive	76744852			United States	36348		ELECTRAWAVE	Electrovent Division
T01134-SG	Inactive	T99/13051H			Singapore	36479		ELECTRAWAVE	Electrovent Division
T01137-MX	Registered		444352	38796	International		28636	ELECTROVERT	Electrovent Division
T01129-US	Registered	74276324	1892686	38474	United States	34064	34821	CONZTOUR (DESIGN)	Electrovent Division
T01139-MX	Registered		489393	38286	International		30881	EUROPAK	Electrovent Division
T01130-DE	Registered	EZ1688		40358	Germany	28078	28970	DESIGN OF AN ARROW	Electrovent Division
T01127-FR	Inactive	289859	1662281		France	33441	33890	ATMOS 2000	Electrovent Division
T01127-DE	Inactive	6308687	2034828		Germany	33437	34081	ATMOS 2000	Electrovent Division
T01140-MX	Inactive		469129	37360	International		30056	FLOWAVE	Electrovent Division

T01180-MA	Registered		603002	38751	International	31448	31448	VAPORPASE	Electrovert Division
T01148-MA	Registered		498707	38858	International	32284	32284	ULTRAPAK	Electrovert Division
T01127-IT	Inactive		610142		Italy	33442	34306	ATMOS 2000	Electrovert Division
T01134-CA	Inactive	1034780			Canada	34487		ELECTRAWAYE	Electrovert Division
T01135-JP	Registered	S90118B47	2018321	38473	Japan	31377	32108	ELECTRO SOFT	Electrovert Division
T01137-JP	Registered			38778	Japan		36127	ELECTROVERT	Electrovert Division
T01137-IN	Registered			37740	India	36184	36184	ELECTROVERT	Electrovert Division
T01137-DE	Registered		679217	38721	Germany		28783	ELECTROVERT	Electrovert Division
T01137-CN	Registered			38302	China P. R.		30887	ELECTROVERT	Electrovert Division
T01127-UK	Inactive	1471323	1471323		Great Britain		33261	ATMOS 2000	Electrovert Division
T01136-US	Registered	79/085482	1082846	39177	United States	27878	28220	ELECTROPREP	Electrovert Division
T01137-SE	Registered			38408	Sweden		34788	ELECTROVERT	Electrovert Division
T01136-JP1	Registered	S60-118948	2082337	38823	Japan	31977	32318	ELECTRO SOFT	Electrovert Division
T01137-CN1	Registered			38302	China P. R.		30887	ELECTROVERT	Electrovert Division
T01136-CA	Registered		320127	42874	Canada	31384	31716	ELECTRO SOFT	Electrovert Division
T01133-US	Registered	76201266	2381828		United States	36387	36802	ELECTRA	Electrovert Division
T01132-US	Registered	73016817	1008226	38422	United States	27088	27484	ECONOPAK	Electrovert Division
T01132-UK	Registered			38888	Great Britain	28543	28828	ECONOPAK	Electrovert Division

T01132-FR	Registered	MAILED		39439	France	32134	32134	ECONOPAK	Electrovert Division
T01132-BR	Registered			39724	Brazil	38071	38071	ECONOPAK	Electrovert Division
T01146-DE	Registered		39636189	39626	Germany	34972	34972	OMNIFLO	Electrovert Division
T01136-US	Registered	791644376	1379999	39738	United States	31219	31433	ELECTRO SFT	Electrovert Division
T01146-AT	Registered	AM4497196		39837	Austria	36168	36168	OMNIFLO	Electrovert Division
T01146-CN	Registered	50134401		39192	China P.R.	36540	36540	OMNIFLO	Electrovert Division
T01146-CH	Registered	mailed		39599	Switzerland	34946	34946	OMNIFLO	Electrovert Division
T01137-BR	Registered			39282	Brazil	34609	34609	ELECTROVERT	Electrovert Division
T01146-BR	Registered			39673	Brazil	36920	36920	OMNIFLO	Electrovert Division
T01137-UK	Registered			40046	Great Britain	23609	23609	ELECTROVERT	Electrovert Division
T01146-US	Registered	72362623	919437	40702	United States	26626	26992	MINIPAK	Electrovert Division
T01144-US	Registered	79163646	1116093	39982	United States	29467	28934	KLEENOX	Electrovert Division
T01144-UK	Registered			39886	Great Britain	28643	29092	KLEENOX	Electrovert Division
T01144-FR	Registered	registered		39439	France	36787	36787	KLEENOX	Electrovert Division
T01142-UK	Registered	1290702		39368	Great Britain	31888	33137	HOLLIS (BK)	Electrovert Division
T01142-US	Registered	791647487	1381990	39759	United States	31238	31464	HOLLIS	Electrovert Division
T01142-UK	Registered	1292602		39164	Great Britain	31464	32466	HOLLIS	Electrovert Division
T01142-BR	Registered	812731948		39871	Brazil	31921	32296	HOLLIS	Electrovert Division

T01141-US	Registered	79388888	1283887	38003	United States	30218	30888	HOLLICLEAN	Electrovent Division
T01138-DE	Registered		1088826	38107	Germany		34454	EUROPAK	Electrovent Division
T01137-US	Registered	79348336	1271502	38073	United States	28970	30788	ELECTROVERT	Electrovent Division
T01142-UK1	Registered	1280701		38888	Great Britain	31888	33053	HOLLIS (SM)	Electrovent Division
T01148-BX	Registered	884882	882386	38898	Benelux	34843	34843	OMNIFLO	Electrovent Division
T01108-JP	Inactive	2000-088835			Japan	38748		UP3000 ULTRAFLEX	MPM Division
T01091-TW	Registered	88-047048	888782	40802	Taiwan	38782	37180	ULTRAFLEX	MPM Division
T01108-US	Registered	74641283		38846	United States	34608	38882	ULTRAPRINT 3000	MPM Division
T01108-KR	Registered	2000-38882	808183		South Korea	38748	37188	UP3000 ULTRAFLEX	MPM Division
T01108-TW	Registered	88-047047	878081		Taiwan	38782	37148	UP3000 ULTRAFLEX	MPM Division
T01088-CTM	Registered	1228826	1228826	38888	Community Trademark	38848	38741	MPM	MPM Division
T01091-CTM	Registered	1801884	1801884	40388	Community Trademark	38747	38747	ULTRAFLEX	MPM Division
T01090-US	Inactive	74718877		37828	United States	33888	34177	MOLYFOIL	MPM Division
T01108-US	Inactive	78917018			United States	38887		UP3000 ULTRAFLEX	MPM Division
T01088-SG	Registered	78908371D	78908371D	40031	Singapore	38378	38378	MPM	MPM Division
T01108-CTM	Registered	1801882	1801882	40388	Community Trademark	38747	38747	UP3000 ULTRAFLEX	MPM Division
T01091-JP	Filed	2000-88835			Japan	38748		ULTRAFLEX	MPM Division
T01091-KR	Registered	2000-38883	808182		South Korea	38748	37188	ULTRAFLEX	MPM Division

T01086-US	Registered	76761127	2436444	40622	United States	36388	36870	MPM	MPM Division
T01086-BR	Filed	821607943			Brazil	36363		MPM	MPM Division
T01091-US	Filed	76919465			United States	36867		ULTRAFLEX	MPM Division
T01086-CA	Registered	1022074	TMA 658846		Canada	36364	37263	MPM	MPM Division
T01086-CN	Registered	9900087907	1498736	40640	China P.R.	36369	36866	MPM	MPM Division
T01086-JP	Registered	11-61374	4396066	40362	Japan	36349	36700	MPM	MPM Division
T01086-KR	Registered	2392999	474723	40394	South Korea	36348	36742	MPM	MPM Division
T01086-MX	Registered	388768		40061	Mexico	36368	36433	MPM	MPM Division
T01086-TW	Registered	86-033304	932783	40603	Taiwan	36348	36861	MPM	MPM Division
T01086-CTM	Registered	1660069	1660069	40316	Community Trademark	36863	36863	SPEEDMAX	Speedline Technologies, Inc.
T01087-SG	Registered	T9807907A		39464	Singapore	36632	36862	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-CR1	Registered	6767-98	116066	40031	Costa Rica	36012	36378	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-JP	Registered	-183808	4001238	40779	Japan	36012	37127	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-KR	Registered	616898	67861	40142	South Korea	36012	36489	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-MX	Registered	342739		36666	Mexico	36013	36422	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-CR	Registered	6599-98	114468	36866	Costa Rica	36042	36333	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-TW	Registered	87-037974		40148	Taiwan	36010	36466	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01087-CA	Registered	666511	664791		Canada	36012	37494	SPEEDLINE	Speedline Technologies, Inc.

T01086-US1	Registered	75/44733	2588518	United States	36887	37376	SPEEDLINE	Speedline Technologies, Inc.
T01087-CN1	Registered		1362296	China P.R.	40216	36563	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01086-CTM	Registered	781858		Community Trademark	36604	36812	SPEEDLINE (CTM)	Speedline Technologies, Inc.
T01086-JP	Registered	2400284	4822831	Japan	36035	37211	SPEEDLINE	Speedline Technologies, Inc.
T01104-CTM	Registered	1660026	1660026	Community Trademark	40316	36883	BRIDGEVISION	Speedline Technologies, Inc.
T01086-CN	Inactive	8800099341		China P.R.	36038		SPEEDLINE	Speedline Technologies, Inc.
T00777-US	Registered	76240411	2828030	United States	36996	37267	SPEEDLINEONLINE	Speedline Technologies, Inc.
T01086-CA	Registered	688175	630112	Canada	42198	36031	SPEEDLINE	Speedline Technologies, Inc.
T01086-US	Inactive	76/160207		United States	36887		SPEEDLINE	Speedline Technologies, Inc.
T01086-MY	Filed	98/10479		Malaysia	36046		SPEEDLINE	Speedline Technologies, Inc.
T01087-MY	Filed	98/09185		Malaysia	36012		SPEEDLINE (SM)	Speedline Technologies, Inc.
T01324-US	Filed	79388886		United States	37288	37516	PROTECT	Speedline Technologies, Inc.
T01086-US	Filed	76/651787		United States	36481		SPEEDMAX	Speedline Technologies, Inc.
T01104-US	Filed	76/651341		United States	36481		BRIDGEVISION (Sylized)	Speedline Technologies, Inc.
T01086-MX	Registered	347021		Mexico	36702	36420	SPEEDLINE	Speedline Technologies, Inc.
T01086-BR1	Registered	820982843		Brazil	40580	36628	SPEEDLINE	Speedline Technologies, Inc.
T01087-CN	Registered	8800089225		China P.R.	40216	36663	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01086-HK	Registered	1132498	888812001	Hong Kong	36424	36033	SPEEDLINE	Speedline Technologies, Inc.

T01086-HK1	Registered	10418/98		38888	Hong Kong	38012	38780	SPEEDLINE	Speedline Technologies, Inc.
T01086-KR	Registered	22370/98	463280	40048	South Korea	38038	38386	SPEEDLINE	Speedline Technologies, Inc.
T01086-SG	Registered	T99088278		38888	Singapore	38036	38887	SPEEDLINE	Speedline Technologies, Inc.
T01086-TW	Registered	87-042894		40087	Taiwan	38036	38434	SPEEDLINE	Speedline Technologies, Inc.
T01087-BR	Registered	820882843	820882843	40727	Brazil	38012	37076	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01086-BR	Registered	821088388	821088388	40886	Brazil	38056	37013	SPEEDLINE	Speedline Technologies, Inc.

SPECIAL POWER OF ATTORNEY

STATE OF)
) ss.:
 COUNTY OF)

KNOW ALL MEN BY THESE PRESENTS, SPEEDLINE TECHNOLOGIES, INC., a Delaware corporation with its principal place of business at 16 Forge Park, Franklin, MA 02038 (the "Grantor"), hereby appoints and constitutes KPS Special Situations Fund II, L.P., a Delaware limited partnership (the "Secured Party"), its true and lawful attorney, with full power of substitution, and with full power and authority to perform the following acts on behalf of the Grantor, which Power of Attorney may be exercised upon the occurrence and during the continuance of an Event of Default as defined in that certain Guarantee and Collateral Agreement (the "Guarantee and Collateral Agreement") dated as of May 21, 2004 by and among the Grantor, Speedline Holdings I, Inc. and the Secured Party:

1. For the purpose of assigning, selling or otherwise disposing of all right, title and interest of the Grantor in and to any trademarks, trade names, trade styles and service marks, and all registrations, recordings, reissues, extensions and renewals thereof, and all pending applications therefor, together with the goodwill of the business symbolized thereby, and for the purpose of the recording, registering and filing of, or accomplishing any other formality with respect to, the foregoing, to execute and deliver any and all agreements, documents, instruments of assignment or other papers necessary or advisable to effect such purpose.

2. To execute any and all documents, statements, certificates or other papers necessary or advisable in order to obtain the purposes described above.

This Power of Attorney is made pursuant to the Guarantee and Collateral Agreement in favor of the Secured Party.

IN WITNESS WHEREOF, the Grantor has caused this Power of Attorney to be duly executed by its duly authorized officer as of the 21 day of May, 2004.

SPEEDLINE TECHNOLOGIES, INC.

By: 
 Name: Pierre de Villemejeane
 Title: Chief Executive Officer

STATE OF

Massachusetts
) ss.: 021.82.8066
) Worcester

COUNTY OF

On this 21 day of May, 2004 before me personally came Pierre de Villemejeane, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the CEO of Speedline Technologies, Inc.; he signed the instrument in the name of Speedline Technologies, Inc.; and he had the authority to sign the instrument on behalf of Speedline Technologies, Inc.



Anapaula R. Sherwin
Notary Public