

07-01-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings => => => τ



102781466

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

COPY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached 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 *Doron S. Goldstein* 6/30/04
Name of Person Signing Signature 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

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 Villeneuve*, 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

Schedule 1

Annex 12-2



Docket Number	Status Description	Application Number	Registration Number	Expiry Date	Country Name	Application Date	Registration Date	Publication Date	Trademark	Classification
T0108B-TV	Registered	88-03306	032784	40003	Taiwan	38349	38881		ACCEL	Accel Division
T0108B-SO	Filed	T00/17010E			Singapore	38786			HYDROCEL	Accel Division
T0108B-US	Registered	78761632	2481434	40783	United States	38098	37131	37047	ACCEL	Accel Division
T0108B-SO	Registered	786083728	786083728	40031	Singapore	38378	38378		ACCEL	Accel Division
T0108B-MX	Registered	394189	888861	40064	Mexico	38441	38890		ACCEL	Accel Division
T0108B-CR	Registered	39828099	474722	40394	South Korea	38346	38742		ACCEL	Accel Division
T0108B-JP	Registered	11-01373	4088094	40382	Japan	38348	38700		ACCEL	Accel Division
T0108B-BR	Filed	821307336			Brazil	38383			ACCEL	Accel Division
T0108B-CA	Registered	1022076	TM 188846		Canada	38364	37263	37060	ACCEL	Accel Division
T0108B-US	Registered	78174939	2883998		United States	38864	37453	37389	MICKOPRO	Accel Division
T0108B-TV	Registered	88-068908	876027		Taiwan	38798	37240		HYDROCEL	Accel Division
T0108B-US	Filed	78013802			United States	38813		37187	HYDROCEL	Accel Division
T0108B-CN	Registered	8900287919	4498674	40340	China P.R.	38887	38888		ACCEL	Accel Division
T0108B-CTM	Registered	1230077	1230077	38998	Community Trademark	38346	38741		ACCEL	Accel Division
T0108B-CTM	Registered	1373838	1373838	40122	Community Trademark	38469	38469		ACCEL	Accel Division
T0108B-CTM	Registered	1280382		40016	Community Trademark	38380	38738		CANALOT BENCHILLARK	Accel Division
T0108B-CTM	Registered	1248483	1248483	40018	Community Trademark	38382	38382		HOTTRAC	Accel Division

T01101-CTM	Registered	618340	618340	38662	Community Trademark	38609	38724		VMS	Camelot Division
T01102-CTM	Registered	802538		38656	Community Trademark	38612	38686		XYFLEX	Camelot Division
T01103-CTM	Registered	2002286	2002286		Community Trademark	38676	38676	37091	XYFLEXPRO	Camelot Division
T01098-CA	Inactive	1029280			Canada	38683			CAMALOT MATRIX	Camelot Division
T01098-US	Inactive	76039613			United States	38203			CAMALOT MATRIX	Camelot Division
T01098-CTM	Registered	1127372	1127372	38609	Community Trademark	38256	38881		CAMALOT	Camelot Division
T01100-JP	Registered	2000-196576	466816		Japan	38676	37344	37376	XYFLEXPRO	Camelot Division
T01098-US	Inactive	76732661			United States	38032			CAMALOT BENCHMARK	Camelot Division
T01100-IL	Registered	494691	494691		Indonesia	37243	36617		XYFLEXPRO	Camelot Division
T01100-US	Registered	76071864	264636		United States	38669	37927		XYFLEXPRO	Camelot Division
T01098-US	Registered	76064600	2864033		United States	38073	37369		CAMALOT	Camelot Division
T01098-CA	Registered	10-11024	662267	42664	Canada	36251	37175		CAMALOT	Camelot Division
T01103-AG	Registered	T0021648F	T0021648F		Singapore	36693	36693		XYFLEXPRO	Camelot Division
T01100-TW	Registered	66-072903	978614		Taiwan	36676	36661	37166	XYFLEXPRO	Camelot Division
T01098-ID	Inactive	D9-20970	408726	40749	Indonesia	36466	36936		CAMALOT PULSE JET	Camelot Division
T01100-KR	Registered	2000-6764-1	603892	48926	South Korea	36676	37176	37071	XYFLEXPRO	Camelot Division
T01098-KR	Inactive	1004609	473461	40872	South Korea	36263	36720		MATRIX	Camelot Division
T01100-CN	Registered	200018868	1737969		China P.R.	36676	37343	37263	XYFLEXPRO	Camelot Division

T0109-LJ8	Registered	78461428		40461	United States	38871	38809		XVFLX	Canada Division
T0109-4Q	Registered	79021849D	70021849D		Singapore	38823	38873	31207	XVFLXPNG	Canada Division
T0109-LJP	Inactive	11-107804	4461410	40528	Japan	38408	38879		PULSEJET	Canada Division
T0109-LJ5	Inactive	76661043			United States	39048			CAMALOT BENCHMARK	Canada Division
T0109-CA	Inactive	10-1023			Canada	38261			PULSEJET	Canada Division
T0109-CA	Inactive	1034662			Canada	38468			MATRIX	Canada Division
T0109-CA	Inactive	1033276			Canada	38383			HOTYRAC	Canada Division
T0109-CA	Inactive	1034786			Canada	38467			CAMALOT PULSEJET	Canada Division
T0109-LJ0	Inactive	D0000422			Indonesia	38978			XVFLXPNG	Canada Division
T0101-LJ8	Inactive	79080041			United States	38769			VMS	Canada Division
T0109-LJ5	Inactive	79719219			United States	38304			PULSEJET	Canada Division
T0109-LJW	Inactive	88-087208			Taiwan	38481			PULSEJET	Canada Division
T0109-LJ0	Inactive	D99-0188	483000	39008	Indonesia	38256	38842		MATRIX	Canada Division
T0109-LJR	Inactive	4133009	482236	40523	South Korea	38467	38871		PULSEJET	Canada Division
T0109-LJP	Inactive	11-107805	4461411	40626	Japan	38408	38873		CAMALOT PULSEJET	Canada Division
T0109-LJ0	Inactive	D99-20871	4461227	40149	Indonesia	38449	38836		PULSEJET	Canada Division
T0109-LJW	Inactive	88-014738	803849	40487	Taiwan	38282	38818		MATRIX	Canada Division
T0109-LJ0	Inactive	T9903002P		38908	Singapore	38884	38973		MATRIX	Canada Division

T0102-TW	Registered	87-038808		40314	Taiwan	36013	30802		XYFLEX	Carniel Division
T0102-JP	Inactive	11-03887			Japan	36822			MATRIX	Carniel Division
T0102-SG	Registered	7987079022		38620	Singapore	38013	38571		XYFLEX	Carniel Division
T0102-US	Inactive	78713247			United States	38304		37397	CAMALOT PULSE-JET	Carniel Division
T0102-TW	Inactive	88-057207			Taiwan	38481			CAMALOT PULSE-JET	Carniel Division
T0102-SG	Inactive	79813048H		79813048H	Singapore	38478	38524		CAMALOT PULSE-JET	Carniel Division
T0102-KR	Inactive	4238809		40223	South Korea	38473	38871		CAMALOT PULSE-JET	Carniel Division
T0102-SG	Inactive	79813048P		79813048P	Singapore	38476	38304		PULSE-JET	Carniel Division
T0101-CA	Filed	880013			Canada	38847			VMS	Carniel Division
T0102-JP	Registered	11-107888		4401831	Japan	38488	38873		CAMALOT BENCHMARK	Carniel Division
T0102-ID	Registered	098-20372		487009	Indonesia	38488	38841		CAMALOT BENCHMARK	Carniel Division
T0102-TW	Registered	88-014738		600350	Taiwan	38282	38815		CAMALOT	Carniel Division
T0102-MX	Registered	088787			Mexico	88388	38433		CAMALOT	Carniel Division
T0102-KR	Registered	1084798		470714	South Korea	38233	38871		CAMALOT	Carniel Division
T0102-JP	Registered	11-139888		4483808	Japan	38282	38823		CAMALOT	Carniel Division
T0102-KR	Registered	2013808		481012	South Korea	38017	38338		XYFLEX	Carniel Division
T0102-CN	Registered	8800287908		1488734	China P.R.	38388	38888		CAMALOT	Carniel Division
T0102-CN	Registered	2000188857		4737888	China P.R.	38878	37343	37404	XYFLEX-PNO	Carniel Division

T0102-TW1	Filed	86-072694			Taiwan	36678			XYFILEPRO	Camalot Division
T01022-KR	Registered	4236799	447918	40890	South Korea	35473	36638		CAMALOT BENCHMARK	Camalot Division
T0102-SG1	Filed	79607900H			Singapore	36019			XYFILEX	Camalot Division
T01022-ID	Registered	0926186	469098	39986	Indonesia	35266	36681		CAMALOT	Camalot Division
T01099-US	Filed	78684464			United States	36979			MATRIX	Camalot Division
T01098-JP	Filed	1407221			Japan	36978			HOTTRAC	Camalot Division
T01098-JP	Filed	1407986			Japan	36978			CAMALOT MATRIX	Camalot Division
T01092-CA	Filed	1034955			Canada	36469			CAMALOT BENCHMARK	Camalot Division
T01082-SG	Filed	78603331H			Singapore	36268			CAMALOT	Camalot Division
T01082-BR	Filed	021907900			Brazil	36363			CAMALOT	Camalot Division
T01094-US	Declined				United States					
T01100-CTH	Inactive	1366824	1366824	49118	Community Trademark	36468			CAMALOT DISPENSING	Camalot Division
T01099-CTH	Inactive	1122082	1122082		Community Trademark	36248	36249		PULSEJET	Camalot Division
T01096-CTH	Inactive	1372374	1372374	40121	Community Trademark	36466	36466		MATRIX	Camalot Division
T01103-CA	Filed	1809688			Canada	36676			CAMALOT PULSE-JET	Camalot Division
T01102-CA	Registered	888661	648674		Canada	36006	37097		XYFILEX	Camalot Division
T01102-JP	Registered	273303		40450	Japan	36014	36798		XYFILEX	Camalot Division
T01210-US	Filed	78075683			United States	37097		37530	QUICKCLICK	Camalot Division

TO1024-ID	Registered	099-14998	444726	39995	Indonesia	39942	39938		XYFLEX	Canalot Division
TO1092-SG	Registered	799/15047Z	799/15047Z		Singapore	39932	39932	37109	CANALOT BENCHMARK	Canalot Division
TO1014-US1	Registered	799/19193	2979027		United States	39971	37418		VMS	Canalot Division
TO1014-TW	Registered	97-429418		49375	Taiwan	39948	39723		VMS	Canalot Division
TO1014-SG1	Registered	799/03940E	799/03940E		Singapore	39971	39971		VMS	Canalot Division
TO1014-SG	Registered	799/03939A	799/03939A		Singapore	39909	39909	37011	VMS	Canalot Division
TO1014-KR	Registered	11699/99	497978	40121	South Korea	39919	39469		VMS	Canalot Division
TO1014-JP	Registered	10-97909		40171	Japan	39979	39918		VMS	Canalot Division
TO1014-ID	Registered	099-09986		39902	Indonesia	39949	39974		VMS	Canalot Division
TO1092-ID	Registered	099-14973	499071	40349	Indonesia	39994	39990		CANALOT MATRIX	Canalot Division
TO1092-US	Registered	79/449870		40494	United States	39905	39902		HOTDRAC	Canalot Division
TO1092-KR	Registered	2949099	479997	40494	South Korea	39978	39912		CANALOT MATRIX	Canalot Division
TO1092-SG	Registered	799/07919J	799/07919J		Singapore	39903	39903		CANALOT MATRIX	Canalot Division
TO1092-TW	Registered	99-094495	922739	40549	Taiwan	39997	39997		CANALOT MATRIX	Canalot Division
TO1097-US	Registered	799/49293		39999	United States	34794	39949		GRKINI	Canalot Division
TO1092-ID	Registered	099-14371	491949	40043	Indonesia	39934	39990		HOTDRAC	Canalot Division
TO1092-KR	Registered	2971999	499999	40709	South Korea	39979	37097		HOTDRAC	Canalot Division

T0108-4D	Registered	79207677	79207677		Singapore	32203	32203		HOTTAC	Cannell Division
T0108-7Y	Registered	85-03281	83803	40518	Taiwan	36384	36988		HOTTRAC	Cannell Division
T0108-7Y	Registered	85-037209	83088	40890	Taiwan	36481	36898		CAULLOT BENCHMARK	Cannell Division
T01126-US	Filed	79128729			United States	36793			AQUASTORM	Electrovent Division
T01126-US	Registered	79127991	289790		United States	33783	37448	37382	AQUAJET	Electrovent Division
T01126-UK	Registered			38327	Great Britain	33118	34281		CONJCTOUR (DESIGN)	Electrovent Division
T01126-UK	Registered		489398	38035	Mexico	34303	34303		CONJCTOUR (DESIGN)	Electrovent Division
T01126-IT	Registered			38007	Italy	34355	35388		CONJCTOUR (DESIGN)	Electrovent Division
T01126-FR	Registered			37993	France	34311	34609		CONJCTOUR (DESIGN)	Electrovent Division
T01126-DE	Registered	2934417 W	2081988	37894	Germany	34232	34828		CONJCTOUR (DESIGN)	Electrovent Division
T01126-AX	Registered			38082	Banarux	34429	34639		CONJCTOUR (DESIGN)	Electrovent Division
T01126-US	Registered	78121885	289119	40928	United States	38774	37773		BRAVO	Electrovent Division
T01133-CTM	Filed	893832			Community Trademark	38684			ELECTRA	Electrovent Division
T01270-US	Filed	78100842			United States	37289		37489	TORRID ZONE	Electrovent Division
T01218-US	Filed	78078955			United States	37104		37453	COOL CLEAN	Electrovent Division
T01300-US	Filed	79264897			United States	37108		37098	OLS	Electrovent Division
T01131-UK	Registered	1091449		38886	Great Britain	28843	28980		DIALA-LOCK	Electrovent Division
T01136-UK	Filed	1091448		38213	Great Britain	28843			ELECTROPREP	Electrovent Division

T01194-CTM1	Inactive	678104																				
T01194-CTM	Inactive	1372356	1372356																			
T01124-NV	Filed	678306																				
T01146-FR	Registered																					
T01132-MA	Registered																					
T01181-UK	Registered																					
T01181-UK	Registered	73167242	1116164																			
T01151-US	Registered																					
T01181-UK	Registered																					
T01151-DE	Registered																					
T01181-GR	Registered																					
T01146-FI	Registered	602206																				
T01146-US	Registered	72142697	608146																			
T01144-MA	Registered																					
T01146-US	Registered	74641793	2014484																			
T01146-UK	Registered																					
T01146-SE	Registered	66-09186																				
T01146-UK	Registered	242461	621756																			
T01146-JP	Registered																					

T01146-AT	Registered	MISC00888		24898	Italy	34448	28938	OHANFLC	Electrovan Division
T01146-AR	Registered			24898	France	34448	34648	OHANFLC	Electrovan Division
T01146-LUK	Registered			29223	Great Britain	28930	28081	VAFOPAK	Electrovan Division
T01127-AX	Inactive		420843		Mexico	32493	34011	ATHOS 2000	Electrovan Division
T01164-BR	Inactive				Brazil			INFRAFLC	Electrovan Division
T01160-LUK	Inactive		1091444	38117	Great Britain		32861	LEVELAIR	Electrovan Division
T01177-US	Inactive	74078301	1800988	38202	United States	34064	34638	LINE 2000	Electrovan Division
T01147-US	Inactive	72034823	1211308	37834	United States	28955	30228	STABILIZER	Electrovan Division
T01142-CA	Inactive	888819	328876	37370	Canada	31482	31891	HOLLIS	Electrovan Division
T01134-US	Inactive	76774482			United States	33943		ELECTRAWAYE	Electrovan Division
T01134-SG	Inactive	798730614			Singapore	33478		ELECTRAWAYE	Electrovan Division
T01137-MA	Registered		444352	38798	International		28838	ELECTROVERT	Electrovan Division
T01125-US	Registered	74378234	1822585	39474	United States	34064	34821	CONTOUR (DESIGN)	Electrovan Division
T01138-MA	Registered		480063	38288	International		30981	EUROPAK	Electrovan Division
T01130-DE	Registered	E21888		40389	Germany	29378	28970	DESIGN OF AN ARROW	Electrovan Division
T01127-AR	Inactive	289998	1882281		France	32441	33490	ATHOS 2000	Electrovan Division
T01127-DE	Inactive	8388887	2034828		Germany	33437	34091	ATHOS 2000	Electrovan Division
T01140-MA	Inactive		489129	37980	International		30035	FLOWAYE	Electrovan Division

T01130-00A	Registered		509002	38761	International	31448	31448	VAPORHAUSE	Electrovert Division
T01130-00A	Registered		488787	38889	International	32264	32264	ULTRAPAK	Electrovert Division
T01137-IT	Inactive		610142		Italy	33442	34308	ATMOS 2000	Electrovert Division
T01134-CA	Inactive	1034789			Canada	33467		ELECTRAWAYE	Electrovert Division
T01130-00P	Registered	830118947	2016331	38473	Japan	31977	32168	ELECTRO SOFT	Electrovert Division
T01137-2P	Registered			38779	Japan		35127	ELECTROVERT	Electrovert Division
T01137-2N	Registered			37740	India	35184	35184	ELECTROVERT	Electrovert Division
T01137-08	Registered		879217	38721	Germany		28763	ELECTROVERT	Electrovert Division
T01137-CH	Registered			38302	China P.R.		30897	ELECTROVERT	Electrovert Division
T01127-UX	Inactive	1471323	1471323		Great Britain		33281	ATMOS 2000	Electrovert Division
T01130-00S	Registered	73008482	1082046	38177	United States	27879	28220	ELECTROPREP	Electrovert Division
T01137-SE	Registered			38408	Sweden		34786	ELECTROVERT	Electrovert Division
T01130-00P1	Registered	890-118948	2082337	38423	Japan	31977	32318	ELECTRO SOFT	Electrovert Division
T01137-CN1	Registered			38302	China P.R.		30897	ELECTROVERT	Electrovert Division
T01130-00A	Registered		320127	42874	Canada	31384	31716	ELECTRO SOFT	Electrovert Division
T01130-00S	Registered	76201286	2391426		United States	36337	36802	ELECTRA	Electrovert Division
T01130-00S	Registered	73018017	1088226	38422	United States	27086	27484	ECONOPAK	Electrovert Division
T01130-00K	Registered			38888	Great Britain	28543	29828	ECONOPAK	Electrovert Division

TO1142FR	Registered	MAILED		36439	France	32134	32134		ECONOPAK	Electrovert Division
TO1132SR	Registered			36724	Brazil		36071		ECONOPAK	Electrovert Division
TO1146DE	Registered		3653189	36626	Germany		34672		OMINFLO	Electrovert Division
TO1135US	Registered	731644375	1378099	36738	United States	31219	31433		ELECTRO SOFT	Electrovert Division
TO1146AT	Registered	AM4467186		36837	Austria		36168		OMINFLO	Electrovert Division
TO1146CN	Registered	60134401		36192	China P.R.		36640		OMINFLO	Electrovert Division
TO1146CH	Registered	mailed		36599	Switzerland	34946	34946		OMINFLO	Electrovert Division
TO1137SR	Registered			36582	Brazil		34609		ELECTROVERT	Electrovert Division
TO1146SR	Registered			36573	Brazil		36620		OMINFLO	Electrovert Division
TO1137UK	Registered			40046	Great Britain	29609	29609		ELECTROVERT	Electrovert Division
TO1146US	Registered	72026223	919437	40702	United States	28226	26092		MINIPAK	Electrovert Division
TO1144US	Registered	73163846	1116083	36892	United States	28467	26634		KLEENOX	Electrovert Division
TO1144UK	Registered			36869	Great Britain	28043	29092		KLEENOX	Electrovert Division
TO1144FR	Registered	registered		36439	France	36767	36767		KLEENOX	Electrovert Division
TO1142UK	Registered	1260792		36958	Great Britain	31686	30137		HOLLIS (SM)	Electrovert Division
TO1142US	Registered	731647407	1361666	36789	United States	31238	31484		HOLLIS	Electrovert Division
TO1142UK	Registered	1262802		36164	Great Britain	31484	32466		HOLLIS	Electrovert Division
TO1142SR	Registered	412731948		36671	Brazil	31421	32266		HOLLIS	Electrovert Division

701141-US	Registered	72328588	1283997	38003	United States	30218	30688		HOLLICLEAN	Electrowatt Division
701138-DE	Registered		1098225	38107	Germany		34464		EURDPAK	Electrowatt Division
701137-UG	Registered	73248038	1271802	38073	United States	28970	30769		ELECTROVENT	Electrowatt Division
701142-UK1	Registered	1280701		39288	Great Britain	31988	33083		HOLLIS (SM)	Electrowatt Division
701146-BX	Registered	884882	682384	38898	Belgium	34543	34543		OHMIFLO	Electrowatt Division
701108-JP	Inactive	2000-088038			Japan	38748			UP9000 ULTRAFLEX	MPM Division
701091-TW	Registered	89-047048	888782	40802	Taiwan	38782	37180	37088	ULTRAFLEX	MPM Division
701108-US	Registered	74541288		38848	United States	34608	38882		ULTRAPRINT 3000	MPM Division
701106-KR	Registered	2000-38882	603183		South Korea	38748	37188	37133	UP9000 ULTRAFLEX	MPM Division
701108-TW	Registered	89-047047	878081		Taiwan	38732	37140		UP9000 ULTRAFLEX	MPM Division
701088-CTM	Registered	1228828	1228828	38898	Community Trademark	38348	38741		MPM	MPM Division
701091-CTM	Registered	1801884	1801884	40388	Community Trademark	38747	38747		ULTRAFLEX	MPM Division
701080-US	Inactive	74318877		37828	United States	33888	34177		MOLYTOIL	MPM Division
701108-US	Inactive	78887018			United States	38887		37278	UP9000 ULTRAFLEX	MPM Division
701088-SG	Registered	789083710	789083710	40031	Singapore	38878	38378		MPM	MPM Division
701108-CTM	Registered	1801882	1801882	40388	Community Trademark	38747	38747		UP9000 ULTRAFLEX	MPM Division
701091-JP	Filed	2000-088038			Japan	38748			ULTRAFLEX	MPM Division
701091-KR	Registered	2000-088038	808182		South Korea	38748	37188	37133	ULTRAFLEX	MPM Division

T01086-US	Registered	78761127	2436444	40522	United States	38038	38870	M/PM	M/PM Division
T01086-MX	Filed	821807943			Brazil	38033		M/PM	M/PM Division
T01091-US	Filed	78918465			United States	38887		ULTRALEX	M/PM Division
T01086-CA	Registered	1022074	TMA 888846		Canada	38854	37253	M/PM	M/PM Division
T01086-CN	Registered	990087907	1488738	40640	China P.R.	38339	38888	M/PM	M/PM Division
T01086-JP	Registered	11-61374	4388055	40382	Japan	38348	38700	M/PM	M/PM Division
T01086-KR	Registered	2382909	474723	40384	South Korea	38346	38742	M/PM	M/PM Division
T01086-MX	Registered	388788		40681	Mexico	38399	38433	M/PM	M/PM Division
T01086-TV	Registered	88-033304	928783	40803	Taiwan	38349	38981	M/PM	M/PM Division
T01086-CN	Registered	1890039	1880008	40818	Community Trademark	38885	38883	SPEEDMAX	Speedline Technologia, Inc.
T01087-86	Registered	T8807907A		38484	Singapore	38882	38832	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-CR1	Registered	8787-88	118086	40031	Costa Rica	38012	38378	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-JP	Registered	*139308	4801238	40779	Japan	38012	37127	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-KR	Registered	818806	57861	40542	South Korea	38012	38488	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-MX	Registered	342739		38666	Mexico	38013	38422	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-CR	Registered	8800-08	114488	38888	Costa Rica	38042	38833	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-TV	Registered	87-037874		40148	Taiwan	38016	38498	SPEEDLINE (SM)	Speedline Technologia, Inc.
T01087-CA	Registered	888311	884791		Canada	38912	37454	SPEEDLINE	Speedline Technologia, Inc.

T01080-US1	Registered	76748783	2885516		United States	38867	37378		SPEEDLINE	Speedline Technologies, Inc.
T01087-CN1	Registered		1322286	40216	China P.R.		38863		SPEEDLINE (SM)	Speedline Technologies, Inc.
T01080-CTM	Registered	791858		39504	Community Trademark	38882	38612		SPEEDLINE (CTM)	Speedline Technologies, Inc.
T01080-JP	Registered	2400284	4822831		Japan	38936	37211	37159	SPEEDLINE	Speedline Technologies, Inc.
T01104-CTM	Registered	1660026	1980028	40316	Community Trademark	38863	38863		BRIDGEVISION	Speedline Technologies, Inc.
T01080-CN	Inactive	880088341			China P.R.	38038			SPEEDLINE	Speedline Technologies, Inc.
T00777-US	Registered	78240411	2828930		United States	38988	37267	37173	SPEEDLINEONLINE	Speedline Technologies, Inc.
T01080-CA	Registered	888176	830112	42198	Canada	38091	38720		SPEEDLINE	Speedline Technologies, Inc.
T01080-US	Inactive	767480207			United States	38867			SPEEDLINE	Speedline Technologies, Inc.
T01080-MY	Filed	8870479			Malaysia	38048			SPEEDLINE	Speedline Technologies, Inc.
T01087-MY	Filed	98709165			Malaysia	38012			SPEEDLINE (SM)	Speedline Technologies, Inc.
T01324-US	Filed	76848859			United States	37288		37518	PROTECT	Speedline Technologies, Inc.
T01080-US	Filed	76861787			United States	38481			SPEEDMAX	Speedline Technologies, Inc.
T01044-US	Filed	76881341			United States	38481			BRIDGEVISION (SM)	Speedline Technologies, Inc.
T01080-MX	Registered	347021		38702	Mexico	38048	38420		SPEEDLINE	Speedline Technologies, Inc.
T01080-BR1	Registered	820982643		40660	Brazil		38828		SPEEDLINE	Speedline Technologies, Inc.
T01087-CN	Registered	880088225		40216	China P.R.	38013	38683		SPEEDLINE (SM)	Speedline Technologies, Inc.
T01080-HK	Registered	1132498	888612001	38424	Hong Kong	38033	38687		SPEEDLINE	Speedline Technologies, Inc.

T01086-HK1	Registered	1041800		38589	Hong Kong	38012	38780	SPEEDLINE	Speedline Technologies, Inc.
T01086-KR	Registered	2257000	485260	40048	South Korea	38039	38306	SPEEDLINE	Speedline Technologies, Inc.
T01086-JP	Registered	798000278		39888	Singapore	38035	38887	SPEEDLINE	Speedline Technologies, Inc.
T01086-TW	Registered	97-042894		40087	Taiwan	38038	38484	SPEEDLINE	Speedline Technologies, Inc.
T01086-BR	Registered	920982843	82082843	40727	Brazil	38072	37075	SPEEDLINE (SM)	Speedline Technologies, Inc.
T01086-BR	Registered	021086306	021086366	40888	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

COUNTY OF

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

On this 21 day of May, 2004 before me personally came Pierre de Villengane, 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