

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	01/26/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MG Systems & Welding, Inc.		01/26/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Commerzbank Aktiengesellschaft
Street Address:	Mainzer Landstrasse 153, DLZ-Geb. 2
City:	Handlerhaus, Frankfurt am Main
State/Country:	GERMANY
Postal Code:	60327
Entity Type:	Security Agent: GERMANY

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	73121443	INTERWELD
Serial Number:	74184260	US FORGE
Serial Number:	75268651	EASY STRIKE
Serial Number:	75375007	TURBO FLAME
Serial Number:	76022966	MG - YOUR PRODUCTIVITY PROCESS PEOPLE
Serial Number:	78197250	ACCU-LIFT

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2128198928
 Email: enunn@whitecase.com
 Correspondent Name: White & Case LLP
 Address Line 1: 1155 Avenue of the Americas
 Address Line 2: Attn: Elizabeth A. Nunn

CH \$165.00 73121443

Address Line 4: New York, NEW YORK 10036-2787

DOMESTIC REPRESENTATIVE

Name: White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036-2787

NAME OF SUBMITTER:	Elizabeth A. Nunn
Signature:	/Elizabeth A. Nunn/
Date:	05/11/2005

Total Attachments: 4
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MG Systems & Welding, Inc., a Delaware corporation (the "Grantor") with principal offices at W141N9427 Fountain Blvd, Menomonee Falls, WI 53051, hereby grants to Commerzbank Aktiengesellschaft, as Security Agent, with principal offices at Mainzer Landstrasse 153, DLZ-Geb. 2, Händlerhaus, 60327 Frankfurt am Main, Germany (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of January 26, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

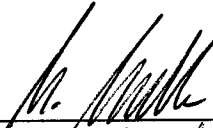
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

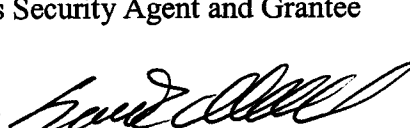
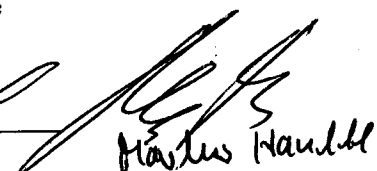
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
26 day of January, 2005.

MG SYSTEMS & WELDING, INC., Grantor

By 
Name: Markus Müller
Title:

COMMERZBANK AKTIENGESELLSCHAFT,
as Security Agent and Grantee

By  
Name: Franz Kehrer
Title: Markus Handl

SCHEDULE A

Trademarks	Country	Serial No. Filing Date	Registration Date
Turbo Flame	USA	75/375,007 10/17/97	2/1/00
MG - YOUR PRODUCTIVITY PROCESS PEOPLE	USA	76/022,966 4/11/00	in process
Accu-lift	USA	78/197,250 12/23/02	11/4/03
Messer (and design)	USA	78/332,833 11/25/03	12/21/04
Messer (and design)	USA	78/332,939 11/25/03	in process
MG Systems	USA	78/332,755 11/25/03	in process
MG Welding Products	USA	78/332,778 11/25/03	in process
MG Systems & Welding	USA	78/332,768 11/25/03	in process
MG Cutting Systems	USA	78/332,718 11/25/03	in process
Easy Strike	USA	75/268651 4/3/97	4/3/97
Interweld	USA	73121443/ 4/4/77	8/13/98
US Forge	USA	74/184260 4/14/92	5/21/98