

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MicroGroup Acquisition Company t/b/k/a MicroGroup, Inc.		08/12/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Administrative Agent		
Street Address:	222 North LaSalle Street, 16th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2858343	MODULUER	
Registration Number:	2311694	ENGINEERSEXPRESS	
Serial Number:	76479077	EXPOS	
Serial Number:	78399651	MICROGROUP	
Serial Number:	78520026	DIVERSITY BY DESIGN	
Serial Number:	78548485	IF IT'S ABOUT LEADTIME, IT'S ABOUT MICROGROUP	
CORRESPONDENCE DATA			
Fax Number:	(312)863-7865		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-201-3865		
Email:	sharon.patterson@goldbergekohn.com		
Correspondent Name:	Sharon Patterson		
Address Line 1:	55 E. Monroe St., Ste. 3700		
Address Line 4:	Chicago, ILLINOIS 60603		

OP \$165.00 2858343

NAME OF SUBMITTER:	Sharon Patterson
Signature:	/sharon patterson/
Date:	08/18/2005
Total Attachments: 8 source=PDF_Docu#page1.tif source=PDF_Docu#page2.tif source=PDF_Docu#page3.tif source=PDF_Docu#page4.tif source=PDF_Docu#page5.tif source=PDF_Docu#page6.tif source=PDF_Docu#page7.tif source=PDF_Docu#page8.tif	

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 12th day of August, 2005, by MicroGroup Acquisition Company t/b/k/a MicroGroup, Inc., a Delaware corporation ("Grantor"), in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee"):

WITNESSETH

WHEREAS, Grantor, Grantee and Lenders are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor by Lenders;

WHEREAS, pursuant to the terms of a certain Security Agreement of even date herewith among Grantor, one or more affiliates of Grantor and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

- (i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark;
- and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

MicroGroup Acquisition Company t/b/k/a
MicroGroup, Inc., a Delaware corporation

By *Antonio Maradeiro*
Its Vice President

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Administrative Agent

By _____
Its _____

Signature Page to Trademark Security Agreement

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

MicroGroup Acquisition Company t/b/k/a
MicroGroup, Inc., a Delaware corporation

By _____
Its _____

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Administrative Agent

By  _____
Its John Stanzi
Assistant Vice President

SCHEDULE 1

**MicroGroup, Inc.
Patents**

Country	Patent Title	Status	Appl. No.	Appl. Date	Reg. No.	Issue Date	Current Assignee
U.S.	Ball valves and uses thereof including endoscopic surgical instruments	Granted	726,149	10/4/1996	6,090,094	7/18/2000	Microgroup, Inc.
W.O.	Ball Valves and uses thereof including endoscopic surgical instruments	Published	WO1997US0017283	9/25/1997	9,814,109	4/9/1998	Microgroup, Inc.
Australia	Ball valves and uses thereof including endoscopic surgical instruments	Published	AU4503197A1	9/25/1997	4,503,197	4/24/1998	Microgroup, Inc.

**MicroGroup, Inc.
Copyrights**

Country	Title of Copyrighted Work	Reg. No.	Publ. Date	Current Owner
U.S.	Applied Technology News	TX 2-636-794	9/14/1989	The Microgroup, Inc.

**MicroGroup, Inc.
Trademarks**

Country	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Goods/Services	Current Owner
U.S.	MODULAR	Registered	76/267,658	6/7/2001	2,858,343	6/29/2004	Small items of metal hardware, namely fittings, connectors and valves (06); machine coupling components, namely, fittings, connectors and valves (07); surgical, medical, dental and veterinary instruments, namely, connectors (10)	Microgroup, Inc.
U.S.	ENGINEERSEXPRESS	Registered	75/615,575	1/11/1999	2,311,694	1/25/2000	Printed matter, namely, catalog containing advertising and informational materials of vendors of goods and services of interest to engineers engaged in design and manufacturing related activities (16)	Microgroup, Inc.

CLI-1313185w43

U.S.	EXPOS	Pending	76/479,077	12/23/2002				Custom manufacture of metal goods, assemblies, tubing, fittings, valves, hoses, welding, swaging, drawing, cutting, and bending metal to order and/or the specification(s) of others (40)	Microgroup, Inc.
U.S.	MICROGROUP	Pending	78/399,651	4/9/2004				Metal tubing and pipe, customized metal tubing and pipe, tubing closures, pipe fittings, hose fittings, luer fittings, valves, bars, elbows and tees (05); machines, machine tools and tool parts; namely power-operated saws and saw blades for power saws; brushes and hones (07); hand tools; namely pipe cutters, hand benders and pins and dies for use with hand benders (08); medical dispensing equipment; namely, needles, syringes, pumps, bottles, and tips (10); distributorship services in the field of metal goods, plastic tubing, plastic fittings, medical equipment, small tools and tool parts (39); welding, swaging, drawing, cutting, bending, flaring, upsetting, bulging, punching, grinding, brazing, annealing, passivation, deburring, machining, micro-machining, polishing, and cleaning of metal to the specification of others; custom fabrication and manufacture of metal goods and assemblies, tooling, prototyping, and device assembly (40)	Microgroup, Inc.
U.S.	DIVERSITY BY DESIGN	Pending	78/520,026	11/19/2004				Welding, swaging, drawing, cutting, bending, flaring, upsetting, bulging, punching, grinding, brazing, annealing, passivation, deburring, machining, micro-machining, polishing, and cleaning of metal to the specifications of others; custom fabrication and manufacture of metal goods and assemblies; tooling, prototyping; and device assembly (40)	Microgroup, Inc.
U.S.	IF IT'S ABOUT LEADTIME, IT'S ABOUT MICROGROUP	Pending	78/548,485	1/17/2005				Welding, swaging, drawing, cutting, bending, flaring, upsetting, bulging, punching, grinding, brazing, annealing, passivation, deburring, machining, micro-machining, polishing, and cleaning of metal to the specifications of others; custom fabrication and manufacture of metal goods and assemblies; tooling, prototyping; and device assembly (40)	Microgroup, Inc.
Massachusetts	SUPERSEARCH	Registered	N/A	N/A	62,976	6/2/2003		Online search engine used in connection with the custom manufacture of metal goods, assemblies, tubing, fittings, valves, hoses, welding, swaging,	Microgroup, Inc.

CLL-1313185v45

Massachusetts	EXPOS (ELECTRONIC EXPRESS PRODUCTS ORDERING SYSTEM)	Registered	N/A	N/A	62,346	12/23/2002	drawing, cutting, and bending metal to order and/or specifications of others (40). Custom manufacture of metal goods, assemblies, tubing, fittings, valves, hoses; welding, swaging, drawing, cutting, and bending metal (40)	Microgroup, Inc.
Massachusetts	MINITUL	Registered	N/A	N/A	61,130	2/7/2002	Goods in non-precious metal (06)	Microgroup, Inc.
Massachusetts	THE MICROGROUP	Registered	N/A	N/A	46,398	1/13/1992	Computer programs in the form of disks and the printed instructional materials, sold as a unit (09, 16)	Microgroup, Inc.
Massachusetts	U.S. COUPLING	Registered	N/A	N/A	35,884	10/15/1984	Shaft couplings and metal bellows (07)	Microgroup, Inc.
Massachusetts	U.S. COUPLING	Registered	N/A	N/A	35,883	10/15/1984	Shaft couplings and metal bellows (42)	Microgroup, Inc.
Massachusetts	APPLIED TECHNOLOGY NEWS				43,411			Microgroup, Inc.
Massachusetts	THE MICROGROUP				30,610			Microgroup, Inc.
Massachusetts	MINITUL				30,611			Microgroup, Inc.
Massachusetts	ALL-TUBE CORPORATION				30,606			Microgroup, Inc.
Massachusetts	THE MICROGROUP				30,609			Microgroup, Inc.
Massachusetts	DIVERSITY BY DESIGN				65,175			Microgroup, Inc.
Massachusetts	ENGINEERS EXPRESS CATALOG DISTRIBUTION SYSTEM				47,515			Microgroup, Inc.
Canada	MICROGROUP	Pending	123,337,300	10/8/2004			Metal tubing and pipe, customized metal tubing and pipe, tubing closures, pipe fittings, hose fittings, luer fittings, valves, barbs, elbows and tees; machines, machine tools and tool parts; namely power-operated saws and saw blades for power saws; brushes and hones; hand tools; namely pipe cutters, hand benders and pins and dies for use with hand benders; medical dispensing equipment; namely, needles, syringes, pumps, bottles, and tips; distributorship services in the field of metal goods, plastic tubing, plastic fittings, medical equipment, small tools and tool parts; welding, swaging, drawing, cutting, bending, flaring, upsetting, bulging, punching, grinding, brazing, machining, micro-passivation, deburring, machining, micro-machining, polishing, and cleaning of metal to the specifications of others, custom fabrication and manufacture of metal goods and assemblies; tooling; prototyping, and device assembly.	Microgroup, Inc.

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European Community	MICROGROUP	Pending	4,049,433	9/24/2004			<p>Metal tubing and pipe, customized metal tubing and pipe, tubing closures, pipe fittings, hose fittings, luer fittings, valves, barbs, elbows and tees (05); machines, machine tools and tool parts; namely power-operated saws and saw blades for power saws; brushes and hones (07); hand tools; namely pipe cutters, hand benders and pins and dies for use with hand benders (08); medical dispensing equipment; namely, needles, syringes, pumps, bottles and tips (10); distributorship services in the field of metal goods, plastic tubing, plastic fittings, medical equipment, small tools and tool parts (39); welding, swaging, drawing, cutting, bending, flaring, upsetting, bulging punching, grinding, brazing, annealing, passivation, deburring, machining, micro-machining, polishing, and cleaning of metal to the specifications of others; custom fabrication and manufacture of metal goods and assemblies; tooling, prototyping, and device assembly (40)</p>	Microgroup, Inc.
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