

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, Inc.	FORMERLY MicroGroup Acquisition Company	09/11/2006	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: 1			
Property Type	Number	Word Mark	
Serial Number:	78807982	ALL-TUBE	
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 60606		
ATTORNEY DOCKET NUMBER:	5125.101		
NAME OF SUBMITTER:	Sharon Patterson		
Signature:	/sharon patterson/		

OP \$40.00 78807982

Date:

01/08/2007

Total Attachments: 8

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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

THIS FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT, dated as of September 11, 2006 (this "Amendment") is by and between MICROGROUP, INC. f/k/a MicroGroup Acquisition Company, a Delaware corporation ("Grantor"), and 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 (as defined below) ("Grantee").

WITNESSETH

WHEREAS, Grantor and Grantee are parties to a certain Trademark Security Agreement dated as of August 12, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement") entered into in connection with that certain Credit Agreement dated as of August 12, 2005 among Grantor, the Lenders (as defined therein) and Grantee, as Administrative Agent for the Lenders (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"; capitalized terms not otherwise defined herein have the respective meanings given to them in the Credit Agreement); and

WHEREAS, Grantor and Grantee have agreed to amend the Trademark Security Agreement in certain respects, as set forth below;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Amendment to the Trademark Security Agreement. The Trademark Security Agreement is amended as follows:

(a) Schedule 1 to the Trademark Security Agreement shall be amended and restated in its entirety as set forth on Exhibit A hereto.

2. Miscellaneous.

(a) Captions. Section captions used in this Amendment are for convenience only, and shall not affect the construction of this Amendment.

(b) Governing Law. This Amendment shall be a contract made under and governed by the laws of the State of Illinois, without regard to conflict of laws principles. Whenever possible each provision of this Amendment shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Amendment shall be prohibited by or invalid under such law, such provision shall be ineffective to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Amendment.

(c) Counterparts. This Amendment may be executed in any number of counterparts and by the different parties on separate counterparts, and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same Amendment.

* * * *

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first written above.

MICROGROUP, INC.

By Robert W Huff
Its Robert Huffam
CFO, Treasurer
and Secretary

AGREED and ACCEPTED
As of the Date First Written Above

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

By _____
Its _____

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first written above.

MICROGROUP, INC.

By _____
Its _____

AGREED and ACCEPTED
As of the Date First Written Above

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

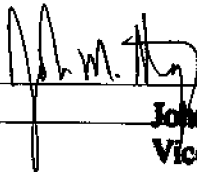
By  _____
Its _____ **John M. Stanzi**
Vice President

EXHIBIT A

SCHEDULE 1

**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.	ENGINEERS EXPRESS	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.
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	Registered	78/399,651	4/9/2004	3,044,667	01/17/06	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	Microgroup, Inc.

TRADEMARK

Country	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Goods/Services	Current Owner
U.S.	DIVERSITY BY DESIGN	Pending	78/520,026	11/19/2004			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.	IF IT'S ABOUT LEADTIME, IT'S ABOUT MICROGROUP	Registered	78/548,485	1/17/2005	3,128,819	08/15/06	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.	ALL-TUBE SUPERSEARCH	Pending	78/807,982	2/06/06			Online search engine used in connection with the custom manufacture of metal goods, assemblies, tubing, fittings, valves, hoses; welding, swaging, drawing, cutting, and bending metal to order and/or specifications of others (40).	MicroGroup, Inc.
Massachusetts	EXPOS (ELECTRONIC EXPRESS PRODUCTS ORDERING SYSTEM)	Registered	N/A	N/A	62,976	6/2/2003	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	62,346	12/23/2002	Goods in non-precious metal (06)	Microgroup, Inc.
Massachusetts	THE	Registered	N/A	N/A	61,130	2/7/2002	Computer programs in the form of disks	Microgroup, Inc.
					46,398	1/13/1992		Microgroup, Inc.

TRADEMARK

Country	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Goods/Services	Current Owner
	MICROGROUP						and the printed instructional materials, sold as a unit (09, 16)	
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	TMA 660 134	03/03/06	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, annealing, passivation, deburring, machining, micro-machining, polishing, and cleaning of metal to the specifications of others, custom fabrication and manufacture of metal	Microgroup, Inc.

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Country	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Goods/Services	Current Owner
European Community	MICROGROUP	Pending	4,049,433	9/24/2004			goods and assemblies; tooling, prototyping, and device assembly. 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)	Microgroup, Inc.