

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Trademark Assignment of Security Interest	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fab-Tech, Inc.		01/12/2007	CORPORATION: VERMONT
RECEIVING PARTY DATA			
Name:	North Fork Business Capital Corporation		
Street Address:	275 Broadhollow Road, PO Box 8914		
City:	Melville		
State/Country:	NEW YORK		
Postal Code:	11747		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1692396	PSP	
Registration Number:	1647192	TOOL VAULT	
CORRESPONDENCE DATA			
Fax Number:	(202)756-9299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8008339848		
Email:	matthew.mayer@thomson.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	80 State Street		
Address Line 2:	6th Floor		
Address Line 4:	Albany, NEW YORK 12207		
NAME OF SUBMITTER:		Matthew Mayer	
Signature:		/Matthew Mayer/	
Date:		02/09/2007	

CH \$65.00 1692396

Total Attachments: 8

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TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, prior to the Merger, FT Merger Sub Corp., and following the Merger, Fab-Tech, Inc., each a corporation formed under the laws of Vermont, located at 480 Hercules Drive, Colchester, VT 05446 (collectively, "Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to North Fork Business Capital Corporation ("NFBCC") and various other financial institutions (collectively, "Lenders") and NFBCC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

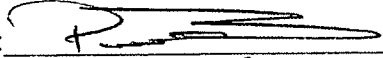
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower hereby assigns unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
January 2, 2007

FAB-TECH, INC.

By: 
Name: PAUL FRASCIUA
Its: PRESIDENT

FT MERGER SUB CORP.

By: _____
Name:
Its:

NORTH FORK BUSINESS CAPITAL
CORPORATION, as Agent

By: _____
Name:
Its:

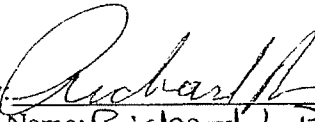
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
January 12, 2007

FAB-TECH, INC.

By: _____
Name:
Its:

FT MERGER SUB CORP.

By: 
Name: Richard L. Basem, Jr.
Its: President

NORTH FORK BUSINESS CAPITAL
CORPORATION, as Agent

By: _____
Name:
Its:

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
January 12, 2007

FAB-TECH, INC.

By: _____
Name:
Its:

FT MERGER SUB CORP.

By: _____
Name:
Its:

NORTH FORK BUSINESS CAPITAL
CORPORATION, as Agent

By: Barry S. Fein
Name: Barry S. Fein
Its: Senior Vice President

STATE OF Vermont)

: ss.:

COUNTY OF Chittenden)

On this 10 day of January, 2007, before me personally came Paul Frascio to me known, who, being by me duly sworn, did depose and say that s/he is the President of Fab-Tech, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Teresa Chianello
Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ____ day of January, 200, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of FT Merger Sub Corp., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this ____ day of January, 2007, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of North Fork Business Capital Corporation, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ____ day of January, 200, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of Fab-Tech, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF New Jersey)

: ss.:

COUNTY OF Essex)

On this 10th day of January, 2007 before me personally came Richard L. Baum, Jr. to me known, who, being by me duly sworn, did depose and say that s/he is the President of FT Merger Sub Corp., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Peter Calhoun

Notary Public

PETER CALHOUN
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 7/24/2009

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this ____ day of January, 2007, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of North Fork Business Capital Corporation, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ____ day of January, 200, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of Fab-Tech, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ____ day of January, 200, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of FT Merger Sub Corp., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 9th day of January, 2007, before me personally came Barry S. Fein, to me known, who, being by me duly sworn, did depose and say that s/he is the Sr. Vice President of North Fork Business Capital Corporation, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Lois R. Standig
Notary Public

LOIS R. STANDIG
Notary Public, State of New York
No. 01ST6025114
Qualified in New York County
Commission Expires May 24, 20 07

SCHEDULE A

<u>Owner</u>	<u>Registration or Application No.</u>	<u>Country</u>	<u>Filing or Registration Date</u>	<u>Mark</u>
Fab-Tech, Inc.	Registration No. 1,692,396	United States	June 9, 1992	PSP
Fab-Tech, Inc.	Registration No. 1,647,192	United States	June 11, 1991	Tool Vault

1235806- Trademark Collateral Sec. Agmt.- TERM

RECORDED: 02/09/2007

TRADEMARK
REEL: 003479 FRAME: 0240