

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Assignment of Security		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Brooks Instrument LLC		12/31/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GMAC Commercial Finance LLC		
Street Address:	1290 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10104		
Entity Type:	Financial Institution:		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	1094332	AR-MET	
Registration Number:	1271598	AR-MITE 37	
Registration Number:	0742324	B	
Registration Number:	0721952	BROOKS	
Registration Number:	1928794	FLOMEGA	
Registration Number:	0614370	FULL-VIEW	
Registration Number:	2557765	QUANTIM	
Registration Number:	2561522	QUANTIM	
Registration Number:	0725922	VOL-U-METER	
CORRESPONDENCE DATA			
Fax Number:	(202)756-9299		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	8002210770		
Email:	matthew.mayer@thomson.com		
Correspondent Name:	Corporation Service Company		

CH \$240.00 1094332

900102019

TRADEMARK
REEL: 003743 FRAME: 0062

Address Line 1: 1133 Avenue of the Americas
Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

CSC # 422020

NAME OF SUBMITTER:

Matthew Mayer

Signature:

/Matthew Mayer/

Date:

03/19/2008

Total Attachments: 6

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Brooks Instrument LLC, a Delaware limited liability company having a mailing address at 407 W. Vine St., Hatfield, PA 19440 ("Grantor"), 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, Grantor and certain of its affiliates are obligated to GMAC Commercial Finance LLC ("GMAC CF") and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Grantor and certain other Loan Parties and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

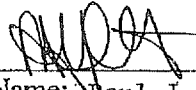
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in Grantor's Marks, the goodwill of the business symbolized by such Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign 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 Grantor's Marks, together with the goodwill of the business symbolized by such 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.

Grantor 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
December 31, 2007

BROOKS INSTRUMENT LLC, as Grantor

By: 
Name: Paul J. Bamatter
Its: Chief Financial Officer and
Secretary

GMAC COMMERCIAL FINANCE LLC, as
Agent

By: _____
Name:
Its:

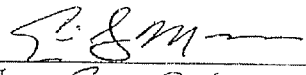
Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
December 31, 2007

BROOKS INSTRUMENT LLC, as Grantor

By: _____
Name:
Its:

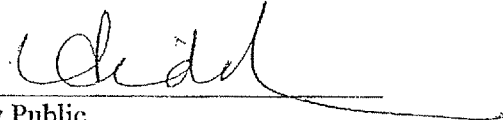
GMAC COMMERCIAL FINANCE LLC, as
Agent

By: 
Name: Eric S. Miller
Its: Director

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss:

On the 26th day of December, 2007, before me personally came Paul Bamette, to me known, who being by me duly sworn, did depose and say that s/he is the CFO of Brooks Instrument LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the managers of said corporation.



Notary Public

My Commission Expires: AIDA KLEIN

Notary Public, State of New York
No. 01KL6134293 Qualified in Queens County
Certificate Filed in New York County
Commission Expires September 26, 2009

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss:

On the ____ day of December, 2007, before me personally came _____ to me known, who being by me duly sworn, did depose and say s/he is the _____ of GMAC Commercial Finance LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the managers of said limited liability company.

Notary Public

My Commission Expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss:

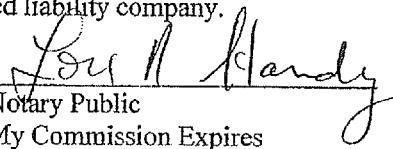
On the _____ day of December, 2007, before me personally came _____, to me known, who being by me duly sworn, did depose and say that s/he is the _____ of Brooks Instrument LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the managers of said corporation.

Notary Public
My Commission Expires:

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss:

On the 31st day of December, 2007, before me personally came Eric S. Miller to me known, who being by me duly sworn, did depose and say s/he is the Director of GMAC Commercial Finance LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the managers of said limited liability company.



Notary Public
My Commission Expires

LOIS R. STANDIG
Notary Public, State of New York
No. 01ST6025114
Qualified in New York County
Commission Expires May 24, 2011

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 31, 2007, between Brooks Instrument LLC ("Grantor"), and GMAC Commercial Finance LLC, as Agent.

Trademarks:

Trademark	Registration Number	Registration Date
AR-MET	1094332 ✓	27-Jun-78
AR-MITE 37	1271598 ✓	27-Mar-84
B & Design (Blocked)	742324 ✓	18-Dec-62
BROOKS	721952 ✓	26-Sep-61
FLOMEGA	1928794 ✓	24-Oct-95
FULL VIEW	614370 ✓	18-Oct-55
QUANTIM	2557765 ✓	9-Apr-02
QUANTIM (and Design)	2561522 ✓	16-Apr-02
VOL-U-METER & Design	725922 ✓	2-Jan-62

TRADEMARK

RECORDED: 03/19/2008

REEL: 003743 FRAME: 0069