

**RECORDATION FORM COVER SHEET  
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.



<p><b>1. Name of conveying party(ies):</b>                  Brooks Instrument LLC                  407 W. Vine Street                  Hatfield, PA 19440</p> <p> <input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation- State: _____  <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u>                  Citizenship (see guidelines) <u>Delaware</u>                  Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No             </p>	<p><b>2. Name and address of receiving party(ies)</b>                  Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Name: <u>GMAC Commercial Finance LLC</u>                  Internal Address: _____                  Street Address: <u>1290 Avenue of the Americas</u>                  City: <u>New York</u>                  State: <u>New York</u>                  Country: <u>USA</u>      Zip: <u>10104</u></p> <p> <input type="checkbox"/> Association      Citizenship _____  <input type="checkbox"/> General Partnership      Citizenship _____  <input type="checkbox"/> Limited Partnership      Citizenship _____  <input type="checkbox"/> Corporation      Citizenship _____  <input checked="" type="checkbox"/> Other <u>LLC</u>      Citizenship <u>Delaware</u>                  If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No                  (Designations must be a separate document from assignment)             </p>
<p><b>3. Nature of conveyance /Execution Date(s) :</b>                  Execution Date(s) <u>April 28, 2009</u></p> <p> <input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____             </p>	
<p><b>4. Application number(s) or registration number(s) and Identification or description of the Trademark.</b></p> <p>A. Trademark Application No.(s)                  See attached Schedule A</p> <p>B. Trademark Registration No.(s)                  See attached Schedule A</p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p><b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b>                  See attached Schedule A</p>	
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b>                  Name: <u>CT Lien Solutions</u>                  Internal Address: _____                  Street Address: <u>187 Wolf Rd</u>  <u>Ste 101</u>                  City: <u>Albany</u>                  State: <u>NY</u>      Zip: <u>12205</u>                  Phone Number: <u>800-342-3676 x 4064</u>                  Fax Number: <u>800-962-7049</u>                  Email Address: <u>cls-walbanys@waiericklaw.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px 10px;">4</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41)</b> \$ <u>115</u></p> <p> <input checked="" type="checkbox"/> Authorized to be charged by credit card  <input type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed             </p>
<p><b>8. Payment Information:</b></p> <p>a. Credit Card      Last 4 Numbers <u>5683</u>                  Expiration Date <u>11/09</u></p> <p>b. Deposit Account Number _____                  Authorized User Name _____</p>	
<p><b>9. Signature:</b> <u>[Signature]</u>      May 1, 2009                  Signature      Date</p> <p style="text-align: center;">Emily Fishman                  Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px 10px;">5</span></p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$115.00 77401805

### SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 28, 2009, between Brooks Instrument LLC ("Grantor"), and GMAC Commercial Finance LLC, as Agent.

Trademark	Filed	Application No.	Application Date	Reg. No.	Reg. Date	Status
OPTALARM	5/19/2003  Affidavit Of Use Section 8  Renewal	75/573,094	10/19/1998	2,323,522	2 /29/2000	Registered
EAGLE-EYE AND DESIGN  	8/19/1999	78/251,609	5 /19/2003	2,903,235	11/16/2004	Registered
KEY INSTRUMENTS	10/19/1998 Renewal	77/401,805	2 /20/2008			Pending
KI Logo Design 	8/19/1999	77/401,817	2 /20/2008	3,597,434	3/31/2009	Registered

## 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 as of December 31, 2007, among Agent, Lenders, Grantor and certain other Loan Parties and (ii) a certain Trademark Collateral Security Agreement, dated as of December 31, 2007, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

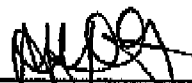
WHEREAS, pursuant to the Agreements, Grantor has granted to Agent for its benefit and for the ratable benefit of Lenders a security interest in Grantor's trademarks, all trademarks acquired after the date of the Agreements, including, without limitation, the Marks, the goodwill of the business symbolized 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  
April 28, 2009

BROOKS INSTRUMENT LLC, as Grantor

By:   
Name: Paul Bamatter  
Its: Secretary

GMAC COMMERCIAL FINANCE LLC, as  
Agent

By:   
Name: Eric Miller  
Its: Director

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS:

On the 22<sup>nd</sup> day of April, 2009, before me personally came Paul Bamatter, to me known, who being by me duly sworn, did depose and say that he is the Secretary of Brooks Instrument LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the managers of said limited liability company.



Notary Public  
My Commission Expires:

**AIDA KLEIN**  
Notary Public, State of New York  
No. 01KLS194293 Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires September 26, 2011

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS:

On the 28 day of April, 2009, before me personally came Eric Miller to me known, who being by me duly sworn, did depose and say he is the Director of GMAC Commercial Finance LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the managers of said limited liability company.



Notary Public  
My Commission Expires

**WYNANDA ROSENBERG**  
NOTARY PUBLIC, State of New York  
No. 31-4519486  
Qualified in New York County  
Commission Expires March 30, 2010