

01-07-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102329364

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Brooks Equipment Company, Inc. (f/k/a BECO Acquisition Company, Inc.) 12-19-02

2. Name and address of receiving party(ies) Name: JPMorgan Chase Bank Internal Address: Street Address: 1166 Avenue of the Americas City: New York State: NY Zip: 10036

3. Nature of conveyance: [X] Security Agreement [] Change of Name Execution Date: November 21, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,413,770

Additional number(s) attached [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Rakesh Patel, Esq. Internal Address: Kaye Scholer LLP Street Address: 425 Park Avenue City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Johanne R. Rémy Name of Person Signing Signature Date 12-19-02

Total number of pages including cover sheet, attachments, and document: 4

01/06/2003 LHMULLER 00000217 1413770 40.00 OP 25.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Doc # 30583620.PDF

TRADEMARK REEL: 2643 FRAME: 0637

SCHEDULE 1 TO SECURITY AGREEMENT

Trademarks and Trademark Applications

<u>Assignor</u>	<u>Mark</u>	<u>Application or Registration Number</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Brooks	BECO	1,413,770	USA	October 14, 1986
Brooks	Power Rite	2,544,328	USA	March 5, 2002

SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, Brooks Equipment Company, Inc. (f/k/a BECO Acquisition Company, Inc.), a Nevada corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to JPMorgan Chase Bank, a New York banking corporation, as administrative and collateral agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of November 21, 2002 (the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 1166 Avenue of the Americas, New York, New York 10036.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 21 day of November 2002.

BROOKS EQUIPMENT COMPANY,
INC.

By: _____

Name: **Eric Smith**
Title: **President**



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December 19, 2002

BY HAND DELIVERY

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

**Re: Brooks Equipment Company, Inc. - Trademark
Registration No. 1,413,770 et. al.**

Dear Mr./Mrs. Commissioner:

Enclosed please find the Trademark Recordation Form Cover Sheet conveying a trademark Security Agreement between Brooks Equipment Company, a Nevada corporation, and JPMorgan Chase Bank, a New York banking corporation, as administrative and collateral agent. Also included is the required check in the amount of \$65.00 to cover the filing fee. Please file and return the acknowledgment to Rakesh Patel, Esq. as indicated at your earliest convenience.

I thank you in advance and should you have any questions about this submittal please call me at (212) 836-7449.

Best regards,

A handwritten signature in cursive script that reads "Johanne R. Rémy".

Johanne R. Rémy
Legal Assistant - Corporate/Finance

cc: Rakesh Patel, Esq.

30583580.WPD

NEW YORK CHICAGO LOS ANGELES WASHINGTON, D.C. WEST PALM BEACH FRANKFURT HONG KONG LONDON SHANGHAI

RECORDED: 12/19/2002

TRADEMARK
REEL: 2643 FRAME: 0641

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