

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Bill of Sale		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Emerson Electric Co.		12/31/2007	COMPANY:

RECEIVING PARTY DATA	
Name:	Brooks Instrument, LLC
Street Address:	407 West Vine Street
City:	Hatfield
State/Country:	PENNSYLVANIA
Postal Code:	19440
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 10

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
Serial Number:	77251396	BROOKS INSTRUMENT

CORRESPONDENCE DATA	
Fax Number:	(214)259-0910
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	214-259-0935

OP \$265.00 1094332

Email: ssmith@sonnenschein.com
Correspondent Name: Darren W. Collins
Address Line 1: 1717 Main Street
Address Line 2: Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

11000054-0001

NAME OF SUBMITTER:

Darren W. Collins

Signature:

/Darren W. Collins/

Date:

03/13/2008

Total Attachments: 10

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BILL OF SALE

EMERSON ELECTRIC CO., a Missouri corporation ("Emerson"), for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, does hereby SELL, TRANSFER, CONVEY and DELIVER to BROOKS INSTRUMENT LLC, a Delaware limited liability company ("Buyer"), its successors and assigns, pursuant to that certain Asset Purchase Agreement dated December 31, 2007 (the "Asset Purchase Agreement"), by and among Buyer and Emerson, effective as of the Effective Time, all right, title and interest in and to the Purchased Assets free and clear from all Encumbrances other than Permitted Encumbrances. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Asset Purchase Agreement.

This Bill of Sale is executed and delivered pursuant to the Asset Purchase Agreement and is subject to and with the benefit of the respective representations, warranties, covenants, terms, conditions and other provisions of the Asset Purchase Agreement.

At any time or from time to time after the Effective Time, Emerson shall at the request of Buyer take all action necessary to put Buyer in actual possession and operating control of the Purchased Assets, and shall execute, acknowledge and deliver such further instruments of conveyance, power of attorney, sale, transfer and assignment, and take such other action as Buyer may reasonably request in order more effectively to contribute, convey, sell, transfer and assign to Buyer all of the Purchased Assets, to confirm the title of Buyer thereto and to assist Buyer in exercising rights with respect thereto.

No terms, conditions, understandings or agreements purporting to modify or vary the terms of this document shall be binding unless hereafter made in writing and signed by both parties hereto.

This Bill of Sale shall be binding upon and inure to the benefit of the respective successors and assigns of Buyer.

This Bill of Sale shall be governed by and construed in accordance with the laws of the State of Missouri, without regard to its conflict of laws principles.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, this Bill of Sale is executed as of December 31, 2007.

EMERSON ELECTRIC CO.

By: Russell Browning
Name: Russell Browning
Title: Vice President, Development

BROOKS INSTRUMENT LLC


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Bill of Sale is executed as of December ____, 2007.

EMERSON ELECTRIC CO.

By: _____
Name: _____
Title: _____

BROOKS INSTRUMENT LLC

By:  _____
Name: Paul J. Bamatter
Title: Chief Financial Officer & Secretary

Brooks Instrument, LLC

Purchased Assets

Patents:

	Title	Country	Patent Number	Issue Date
1	Pivoting Valve Assembly	United States	5772181	30-Jun-98
2	Pivoting Valve Assembly	Canada	2176979	7-Dec-99
3	Pivoting Valve Assembly	Germany	69617316.6	28-Nov-01
4	Pivoting Valve Assembly	European Patent Convention	745797	28-Nov-01
5	Pivoting Valve Assembly	United Kingdom	745797	28-Nov-01
6	Pivoting Valve Assembly	Netherlands	745797	28-Nov-01
7	Pivoting Valve Assembly	United States	5699995	23-Dec-97
8	Thermal Mass Flowmeter and Mass Flow Controller, Flowmetering System and Method	United States	5911238	15-Jun-99
9	Method and Apparatus for Detecting and Controlling Mass Flow	United States	5944048	31-Aug-99
10	Method and Apparatus for Detecting and Controlling Mass Flow	United States	5975126	2-Nov-99
11	Improved Power Management Circuit	European Patent Convention	895209	10-Mar-04
12	Power Management Circuit	Israel	125388	12-May-02
13	Apparatus for Measuring the Flow of a Fluid	United States	4972707	27-Nov-90
14	Flow Sensor for Measuring High Fluid Flow Rates	United States	5237866	24-Aug-93

Patent Applications:

	Title	Country	Application Number	Filing Date
1	Valve Assembly	Canada	2540633	8-Oct-04
2	Valve Assembly	China	20048029539	8-Oct-04
3	Valve Assembly	European Patent Convention	4794504.3	8-Oct-04
4	Valve Assembly	Hong Kong	7102668	12-Mar-07
5	Valve Assembly	Japan	2006-534363	8-Oct-04
6	Valve Assembly	South Korea	2006-7009007	8-Oct-04
7	Valve Assembly	United States	10/573,615	8-Oct-04
8	Valve Assembly	WIPO	PCT/US04/33 180	8-Oct-04
9	Method and Device for Determining a Characteristic Value that is Representative of the Condition of a Gas	European Patent Convention	3779806.3	17-Oct-03
10	Method and Device for Determining a Characteristic Value that is Representative of the Condition of a Gas	United States	10/531,845	17-Oct-03
11	Method and Device for Determining a Characteristic Value that is Representative of the Condition of a Gas	WIPO	PCT/EP03/115 65	17-Oct-03
12	Valve Leakby Diagnostics	WIPO	PCT/US07/62 395	19-Feb-07
13	Pressure Retaining Sleeve	WIPO	PCT/US07/8 2258	23-Oct-07

Trademarks:

	Trademark	Country	Registration Number	Registration Date
1	AR-MET	United States	1094332	27-Jun-78
2	AR-MITE 37	United States	1271598	27-Mar-84
3	B & Design (Blocked)	United States	742324	18-Dec-62
4	B & Design (Blocked)	Canada	176450	28-May-71
5	B & Design (Blocked)	India	517711	29-Sep-89
6	B (and Design)	China	3632467	14-Apr-05
7	BROOKS	United States	721952	26-Sep-61
8	BROOKS	Canada	157031	31-May-68
9	BROOKS	China	3632465	21-May-05
10	BROOKS	India	517707	29-Apr-99
11	BROOKS & B DESIGN	India	517709	29-Sep-89
12	BROOKS & B DESIGN	India	517708	29-Apr-99
13	BROOKS (Chinese Characters)	China	3632466	14-Apr-05
14	BROOKS INSTRUMENT	European Union	391334	15-Dec-98
15	BROOKS INSTRUMENT (Chinese characters)	Singapore	T06/10952A	20-Apr-07

16	BROOKS INSTRUMENT (Chinese characters)	Singapore	T06/10955F	3-Apr-07
17	BROOKS INSTRUMENT (Chinese characters in series)	Hong Kong	300644526	9-Nov-06
18	FLOMEGA	United States	1928794	24-Oct-95
19	FLOMEGA	Benelux	475937	29-Mar-90
20	FLOMEGA	International Registration (France, Germany & Italy)	560735	27-Sep-90
21	FULL VIEW	United States	614370	18-Oct-55
22	QUANTIM	United States	2557765	9-Apr-02
23	QUANTIM	Canada	TMA571083	21-Nov-02
24	QUANTIM	China	1772816	21-May-02
25	QUANTIM	European Union	1661115	17-Jun-02
26	QUANTIM	Japan	4453662	16-Feb-01
27	QUANTIM	Mexico	701253	31-May-01
28	QUANTIM	South Korea	507122	22-Nov-01
29	QUANTIM (and Design)	United States	2561522	16-Apr-02
30	VOL-U-METER & Design	United States	725922	2-Jan-62

Trademark Applications:

	Trademark	Country	Application Number	Filing Date
1	BROOKS INSTRUMENT (Chinese characters)	China	5368871	23-May-06
2	BROOKS INSTRUMENT	United States	77/251,396	9-Aug-07
3	BROOKS INSTRUMENT	Brazil	829312340	14-Aug-07
4	BROOKS INSTRUMENT	Canada	1,359,376	10-Aug-07
5	BROOKS INSTRUMENT	India	1589187	10-Aug-07
6	BROOKS INSTRUMENT	Malaysia	07015750	13-Aug-07
7	BROOKS INSTRUMENT	Taiwan	096038869	14-Aug-07
8	BROOKS INSTRUMENT	Madrid Protocol: Australia, China, Russia, Japan, Singapore, South Korea, Switzerland	N/A	N/A
9	BROOKS INSTRUMENT	Mexico	877308	8/23/07

Registered Copyrights:

None.

Domain Name Registrations:

	Domain Name	Registration Date	Registrar
1	brooksinstrument.com	16-Feb-1996	CSC Corporate Domains, Inc.
2	brooksinstrument.net	14-Aug-1998	CSC Corporate Domains, Inc.
3	brooksinstrument.org	14-Aug-1998	CSC Corporate Domains, Inc.
4	brooksinstrument.cn	17-May-2006	Network Solutions
5	brooksinstrument.eu	09-Jun-2006	Net Names
6	brooksepartners.com	22-Feb-2001	Register.com
7	brooksbio.com	27-Jan-2005	CSC Corporate Domains, Inc.
8	brooksflowcontrol.com	27-Jan-2005	CSC Corporate Domains, Inc.
9	brooksanalytical.com	27-Jan-2005	CSC Corporate Domains, Inc.
10	brooksflow.com	27-Jan-2005	CSC Corporate Domains, Inc.
11	brookslab.com	27-Jan-2005	CSC Corporate Domains, Inc.
12	brooksmeters.com	27-Jan-2005	CSC Corporate Domains, Inc.
13	brooksgasflow.com	27-Jan-2005	CSC Corporate Domains, Inc.
14	brookssemi.com	05-Jan-1999	CSC Corporate Domains, Inc.
15	quantim.com	08-Apr-1999	Network Solutions
<u>16</u>	<u>Brooksflowmeters.com</u>	10-Apr-2007	CSC Corporate Domains, Inc.
<u>17</u>	<u>Brooksfuelcell.com</u>	10-Apr-2007	CSC Corporate Domains, Inc.
<u>18</u>	<u>Brooksrepnet.com</u>	21-May-2007	CSC Corporate Domains, Inc.
<u>19</u>	<u>Brooksrepnet.net</u>	21-May-2007	CSC Corporate Domains, Inc.
<u>19</u>	<u>Brooksvactech.com</u>	10-Apr-2007	CSC Corporate Domains, Inc.
<u>20</u>	<u>Brooksvc.com</u>	10-Apr-2007	CSC Corporate Domains, Inc.
<u>21</u>	<u>Metermatch.com</u>	27-Jan-2005	CSC Corporate Domains, Inc.
<u>22</u>	<u>Myteambrooks.com</u>	21-May-2007	CSC Corporate Domains, Inc.
<u>23</u>	<u>Myteambrooks.net</u>	21-May-2007	CSC Corporate Domains, Inc.
<u>24</u>	<u>Brooksinstrument.nl</u>	03-Aug-2000	Mediso Internet Services

Domain Name Applications:

	Domain Name	Registration Date	Registrar
1	<u>Brooksinstrument.asia</u>	Pending: Application Filed October 2007	MarkMonitor
2	<u>Brooks.asia</u>	Pending: Application Filed October 2007	MarkMonitor

Trade Secrets:

	Title	Docket No.	Status
1	Coil Cover Design	B07002	Concept
2	Sliding Mode Control Applied to Thermal Mass Flow Controllers	B07004	Concept
3	4800 Down Port Adapter	B07005	Concept
4	In Situ Thermally Calibrated Pressure Based Mass Flow Controller	B08001	Concept
5	Downport-Mounted Multi-Configurable Flow Adapter	B03002	Abandoned Concept
6	Thermal Mass Flow Measurement Device: Method for improving the calibration of thermal mass flow controllers to improve accuracy by physical/mathematical techniques. Authors: Tony Kehoe, Mike Geary, Steve Kramer, Andy Dymek , Walter Robertson, and Kees Brekelmans Disclosure Date: April 4, 2003	B03003	Trade Secret
7	Thermal Mass Flow Zero Compensation Method: Method for improving the ability of a thermal mass flow controller to correctly read zero flow at zero flow conditions by mathematical compensation techniques despite changes in ambient temperature. Authors: Joe Dille & Steve Kramer Disclosure Date: June 26, 2006	B06001	Trade Secret
8	Sliding Thermal Time Constant	Pre-filing: Not Docketed	Concept
9	Metal Seal Cost Reduction	Pre-filing: Not Docketed	Concept
10	Sensor Thermal Drift Offset Compensation	Pre-filing: Not Docketed	Concept
11	Detection of Pulsed Vapor Delivery of Atomic Layer Deposition Precursors	Pre-filing: Not Docketed	Concept
12	Multi-Configurable Flow Adaptor	Pre-filing: Not Docketed	Concept
13	Flow Straightener	Pre-filing: Not Docketed	Concept