Form PTO-1594 (Rev. 07/05)	U.S. DEPARTMENT OF COMMERCE United States Patent and Trademark Office
OMB Collection 0651-0027 (exp. 6/30/2008) RECORDATION FOR TRADEMA	
	se record the attached documents or the new address(es) below.
To the Director of the U. S. Patent and Trademark Office: Pleas 1. Name of conveying party(les): Brooks Instrument LLC 407 W. Vine St. Hatfleld, PA 19440 Individual(s) Association General Partnership Limited Partnership Corporation- State: Other LLC Citizenship (see guidelines) Delaware Additional names of conveying parties attached? Yes V No. 3. Nature of conveyance)/Execution Date(s): Execution Date(s) June 15, 2009 Assignment Merger V Security Agreement Change of Name	2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? No Name: GMAC Commercial Finance LLC Internal Address: Street Address: 1290 Avenue of the Americas City: New York State: New York Country: USA Zip: 10104
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) See attached Schedule A C. Identification or Description of Trademark(s) (and Filing	(Designations must be a separate document from assignment) id identification or description of the Trademark. B. Trademark Registration No.(s) See attached Schedule A Additional sheet(s) attached? Yes No Date if Application or Registration Number is unknown);
5. Name & address of party to whom correspondence concerning document should be mailed: Name: SUSAN O'BILN Internal Address: CT XILN SILVING	6. Total number of applications and registrations involved: 7. Total fee (37 CFR 2.6(b)(6) & 3.41)
Street Address: 187 \DD1 F RD	Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed
City: 1300 4 State: 14 Zip: 1300 5 Phone Number: 800 342 360 6 Fax Number: 800 902 7049 Email Address:	8. Payment Information: a. Credit Card Last 4 Numbers 508 Expiration Date 10-09 b. Deposit Account Number Authorized User Name
9. Signature: Signature Emily M. Fishman Name of Person Signing	6//7/09 Date Total number of pages including cover sheet, attachments, and document:

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

Schedule A TRADEMARKS

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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 <u>Schedule A</u> (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached <u>Schedule A</u>; 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.

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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 June ≤, 2009

BROOKS INSTRUMENT LLC, as Grantor

Name: Paul Barnatter Its: Secretary

GMAC COMMERCIAL FINANCE LLC, 85

Agent

ву:_

Name: Bric Miller

Its: Director

Floude STATE OF NEW YORK)
Marion) ss:
COUNTY OF NEW YORK)
On theday of June, 2009, before me personally came Paul Barnatter, 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.
SUZANNE ALDANA Comm# DD0676828 Notary Public Expires 6/2/2011 My Commission Expires:
E AND A COUNTY OF THE PROPERTY
STATE OF NEW YORK)
COUNTY OF NEW YORK)
On theday of June, 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.

My Commission Expires

Notary Public

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 June 5, 2009

BROOKS INSTRUMENT LLC, as Grantor

By: Name: Paul Barnatter

Its: Secretary

GMAC COMMERCIAL FINANCE LLC, as Agent

Ву:___

Name: Eric Miller Its: Director

STATE OF NEW YORK) ss:
COUNTY OF NEW YORK)
On theday of June, 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:
STATE OF NEW YORK) SS: COUNTY OF NEW YORK)
On the 12 day of June, 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.

Notacy Public

My Commission Expires

 06/17/2009 15:33 8009627049 UCC DIRECT SERVICES PAGE 08/10

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 15, 2009, between Brooks Instrument LLC ("Grantor"), and GMAC Commercial Finance LLC, as Agent.

[Please See Schedule A Attached]

1696909- Trademark Assignment of Security

RECORDED: 06/17/2009

TRADEMARK REEL: 004007 FRAME: 0283