

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Patent Assignment of Security
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Brooks Instrument LLC	12/31/2007
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	GMAC Commercial Finance LLC
<b>Street Address:</b>	1290 Avenue of the Americas
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10104
<b>PROPERTY NUMBERS Total: 7</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	5772181
Patent Number:	5699995
Patent Number:	5911238
Patent Number:	5944048
Patent Number:	5975126
Patent Number:	4972707
Patent Number:	5237866
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(202)756-9299
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	8002210770
<b>Email:</b>	matthew.mayer@thomson.com
<b>Correspondent Name:</b>	Corporation Service Company
<b>Address Line 1:</b>	1133 Avenue of the Americas
<b>Address Line 2:</b>	Suite 3100
<b>Address Line 4:</b>	New York, NEW YORK 10036

**CH \$280.00 5772181**

ATTORNEY DOCKET NUMBER:

CSC # 422020

NAME OF SUBMITTER:

Matthew Mayer

Total Attachments: 6

source=Brooks\_GMAC\_pat7#page2.tif

source=Brooks\_GMAC\_pat7#page3.tif

source=Brooks\_GMAC\_pat7#page4.tif

source=Brooks\_GMAC\_pat7#page5.tif

source=Brooks\_GMAC\_pat7#page6.tif

source=Brooks\_GMAC\_pat7#page7.tif

## PATENT 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”) own the patents and patent applications shown in the attached Schedule A (the “Patents”), for which there are recordings 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 the other loan parties named therein and (ii) a certain Patent 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

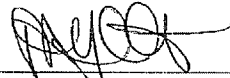
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in Grantor’s Patents, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefore.

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 Patents, and recordings 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

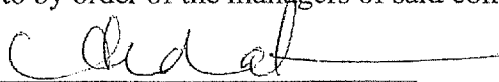
By: \_\_\_\_\_

Name:

Its:

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )      ss:

On the 21<sup>st</sup> day of December, 2007, before me personally came Raul Bonatti 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 company.

  
\_\_\_\_\_  
Notary Public      AIDA KLEIN  
My Commission Expires: 01KL6134293 Notary Public, State of New York  
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 management committee of said company.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

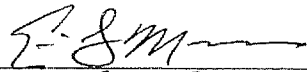
BROOKS INSTRUMENT LLC, as Grantor

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 \_\_\_\_ 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 company.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss:

On the 31<sup>st</sup> 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 management committee of said company.

Joy M. Standig  
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 Patent Assignment of Security dated December 31, 2007,  
between Brooks Instrument, LLC ("Grantor"), and GMAC Commercial Finance LLC, as Agent.

Patents:

Title	Patent Number	Issue Date
Pivoting Valve Assembly	5772181 ✓	30-Jun-98
Pivoting Valve Assembly	5699995 ✓	23-Dec-97
Thermal Mass Flowmeter and Mass Flow Controller, Flowmetering System and Method	5911238 ✓	15-Jun-99
Method and Apparatus for Detecting and Controlling Mass Flow	5944048 ✓	31-Aug-99
Method and Apparatus for Detecting and Controlling Mass Flow	5975126 ✓	2-Nov-99
Apparatus for Measuring the Flow of a Fluid	4972707 ✓	27-Nov-90
Flow Sensor for Measuring High Fluid Flow Rates	5237866 ✓	24-Aug-93