

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Assignment of security agreement
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank		10/20/2004	a New York banking corporation as administrative and collateral agent:

RECEIVING PARTY DATA	
Name:	Wachovia Bank, National Association as Agent
Street Address:	301 South Tryon Street
Internal Address:	T-28 NC0334, Two Wachovia Center
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	a National Association as agent:

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1413770	BECO
Registration Number:	2544328	POWER RITE

CORRESPONDENCE DATA	
Fax Number:	(336)607-7500
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	336-607-7308
Email:	wstrademarks@kilpatrickstockton.com
Correspondent Name:	Andrew Roppel, Esq.
Address Line 1:	1001 West Fourth Street
Address Line 4:	Winston-Salem, NORTH CAROLINA 27101

ATTORNEY DOCKET NUMBER:	10034/280578
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NAME OF SUBMITTER:	Andrew Roppel, Esq.
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Total Attachments: 7

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**TRADEMARK
 REEL: 002966 FRAME: 0787**

OP \$65.00 1413770

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**ASSIGNMENT OF GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **JPMORGAN CHASE BANK**, with principal offices at 1166 Avenue of the Americas, 16th Floor, New York, NY 10022, as resigning administrative and collateral agent (in such capacity, the "Original Grantee") for certain lenders (the "Lenders") hereby assigns to **WACHOVIA BANK, NATIONAL ASSOCIATION**, as successor to the interest of Original Grantee, with principal offices at 301 South Tryon St., T-28, NC0334, Two Wachovia Center, Charlotte, North Carolina, 28288 (in such capacity, the "Successor Grantee"), all of its right, title and interest in, to and under that certain Omnibus Pledge and Security Agreement dated as of November 21, 2002 (the "Granting Agreement"), among Original Grantee, **BROOKS EQUIPMENT COMPANY, INC.**, a Delaware corporation with its principal office at 9700 Research Drive, Charlotte, North Carolina 28262 (the "Assignor"), and others, granting, among other things, a collateral security interest in those trademarks set forth on Schedule A attached hereto and recorded in the Trademark Assignment Division of the United States Patent and Trademark Office on December 19, 2002, at Reel 002643 and Frame 0637.

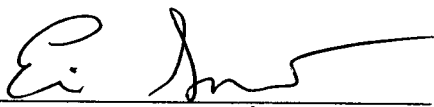
The Assignor hereby acknowledges and agrees that after giving effect to this Assignment, the security interests and assignments previously granted by Assignor in favor of Original Grantee in its capacity as administrative and collateral agent for the benefit of the Lenders, pursuant to the Granting Agreement shall continue in full force and effect for the benefit of Successor Grantee in its capacity as administrative and collateral agent for the benefit of the Lenders, and Assignor hereby reaffirms all of such security interest grants and assignments and its obligations under the Granting Agreement.

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

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interests in United States Trademarks as of the ____ day of October, 2004.

ASSIGNOR:

BROOKS EQUIPMENT COMPANY, INC.

By: 
Name: Eric Smith
Title: President

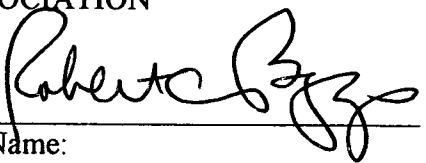
ORIGINAL GRANTEE:

JPMORGAN CHASE BANK, as resigning
Collateral Agent

By: _____
Name:
Its Duly Authorized Signatory

SUCCESSOR GRANTEE:

WACHOVIA BANK, NATIONAL
ASSOCIATION

By: 
Name:
Its Duly Authorized Signatory

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interests in United States Trademarks as of the ____ day of October, 2004.


ASSIGNOR:

BROOKS EQUIPMENT COMPANY, INC.

By: _____
Name:
Title:

ORIGINAL GRANTEE:

JPMORGAN CHASE BANK, as resigning
Collateral Agent

By: 
Name: Susan H. Atha
Its Duly Authorized Signatory

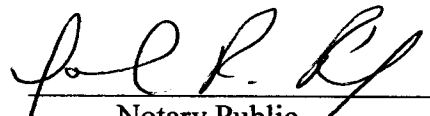
SUCCESSOR GRANTEE:

WACHOVIA BANK, NATIONAL
ASSOCIATION

By: _____
Name:
Its Duly Authorized Signatory

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

On this 8th day of OCTOBER, 2004, before me personally came SUSAN
H. ATHA who, being by me duly sworn, did state as follows: that [s]he is
_____ of JPMORGAN CHASE BANK, that [s]he is authorized to execute the
foregoing Assignment on behalf of said corporation and that [s]he did so by authority of the
Board of Directors of said corporation.



Notary Public

JOHANNE P. DÉMY
Notary Public, State of New York
No. 0621110374
Qualified in Cassano County
Commission Expires June 09, 19 2007

STATE OF NORTH CAROLINA)
) ss:
COUNTY OF MECKLENBURG)

On this 19th day of October, 2004, before me personally came Robert C. Beggs, who, being by me duly sworn, did state as follows: that he is Vice President, Senior Relationship Manager, Commercial Banking, of WACHOVIA BANK, NATIONAL ASSOCIATION, that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

Schedule A

U.S. Trademarks

Assignor	Mark	Application or Registration Number	Country	Issue or Filing Date
Brooks	BECO	1,413,770	USA	10/14/86
Brooks	Power Rite	2,544,328	USA	3/5/02