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Form PTO-1594 (Rev. 07/05) OMB Collection 0651-0027 (exp. 6/30/2008) 11-28-2006

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	To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the riew address(es) below.					
0	1. Name of conveying party(ies):	2. Name and address of receiving party(ies)				
0	PCore Electric Company, Inc.	Additional names, addresses, or citizenship attached?				
N'		Name: JPMorgan Chase Bank, N.A.				
3	Individual(s) Association	Internal				
1.27.0	General Partnership Limited Partnership	Address:				
\	✓ Corporation- State: Ohio	Street Address: One Chase Square, T-9 City: Rochester				
	Other					
	Citizenship (see guidelines)	State: New York				
	Additional names of conveying parties attached? Yes No	Country: USA Zip: 14643				
		Association Citizenship USA				
	3. Nature of conveyance)/Execution Date(s):	General Partnership Citizenship				
	Execution Date(s) November 21, 2006	Limited Partnership Citizenship Corporation Citizenship				
	Assignment Merger	Other Citizenship				
		If assignee is not domiciled in the United States, a domestic				
	Other	representative designation is attached: Yes No (Designations must be a separate document from assignment)				
	A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing metersandinstruments.com Caltrak	B. Trademark Registration No.(s) 2,626,816 2,920,736 Additional sheet(s) attached? Yes V No Date if Application or Registration Number is unknown):				
	5. Name & address of party to whom correspondence concerning document should be mailed: Name: Phillips Lytle LLP	6. Total number of applications and registrations involved:				
	Internal Address: Attn: Victoria L. Grady, Esq.	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65				
		Authorized to be charged by credit card				
	Street Address: 1400 First Federal Plaza	Authorized to be charged to deposit account Enclosed				
	City: Rochester	8. Payment Information:				
	State: New York Zip: 14614	a. Credit Card Last 4 Numbers				
	Phone Number: <u>585/238-2010</u>	Expiration Date				
	Fax Number: <u>585/232-7866</u>	b. Deposit Account Number				
	Email Address: vgrady@phillipslytle.com	Authorized User Name				
	9. Signature:	November 21, 2006				
i	006 DBYRNE 00000117 2626816 Signature	Date				
01 FC:8 02 FC:8	521 40.00/Moria L. Grady 522 Name of Person Signing	Total number of pages including cover sheet, attachments, and document: 2				

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

NOTICE OF SECURITY INTEREST IN TRADEMARKS AND SERVICE MARKS

Notice is hereby given that **TRANSCAT**, **INC.**, an Ohio corporation ("Borrower"), with its principal place of business located at 35 Vantage Point Drive, Rochester, New York 14624 has granted a security interest to **JPMORGAN CHASE BANK**, **N.A.**, a national banking association, with a place of business at One Chase Square T-9, Rochester, New York 14643 ("Chase"), in and to all of the trademarks listed on the Schedule attached hereto and the applications and registrations associated therewith, pursuant to certain security agreements between Borrower and Chase dated the date hereof and as the same may be amended or supplemented from time to time.

Dated: As of November 21, 2006

TRANSCAT, INC.

Name: Charles P. Hadeed

Title: President & Chief Operating Officer

STATE OF NEW YORK)

COUNTY OF MONROE) SS.:

On the 21st day of November in the year 2006, before me, the undersigned, a notary public in and for said state, personally appeared Charles P. Hadeed, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Unge M Grescio Notary Public

Doc # 02-117776.1

ANGELA M. GUERCIO
NOTARY PUBLIC, State of New York
Registration # 01GU8122228
Qualified in Monroe County
Commission Expires February 7, 20

TRADEMARK
REEL: 003443 FRAME: 0693

Schedule

To Notice of Security Interest in Trademarks and Service Marks

REGISTRATION NUMBER REGISTRATION DATE **TRADEMARK** AND SERIAL NUMBER

metersandinstruments.com 2,626,816 / 76-007,362

9/24/2002

Caltrak

2,920,736 / 78-325,897

1/25/2005

TRADEMARK REEL: 003443 FRAME: 0694

Acknowledgment of Receipt

Transcat, Inc.

JPMorgan Chase Bank, N.A.

Conveying Party:

Receiving Party:

Our File Numb	er: 1001.10697	
For recein Trademarks	ipt of Recordation Form Cover Sheet for Trademarks, Notice of Seand Schedule.	curity Interest
RECEI	/ED this day of, 2006.	
US Pate	nt and Trademark Office	
Ву		
Name:_		
Tto.		

Doc # 02-119497.1

RECORDED: 11/27/2006

TRADEMARK REEL: 003443 FRAME: 0695