

08-10-1998



100790345

Patents To the H
 Trademarks Please re

Remarks:
thereof.

1. Name of Party(ies) conveying an interest:

Airway Industries, Inc.
10th and Factory Avenue
Ellwood City, Pennsylvania 16117

2. Name and Address of Party(ies) receiving an interest:

Name: Fleet Capital Corporation
Internal Address: Attention: Loan Administration Manager
Street Address: 15260 Ventura Boulevard, Suite 400
City: Sherman Oaks
State: California Zip: 91403

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Pennsylvania
 Other _____

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Rhode Island
 Other _____
Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:
 Yes
 No

3. Interest Conveyed:
 Assignment Association
 Security Agreement Limited Partnership
 Other _____
Execution Date: As of July 9, 1998

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached: Yes
 No
See Attached List of Patents.

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corp
Internal Address: Suite 101
Street Address: 400 Seventh St NW
City: Washington
State: DC Zip: 20004

6. Number of applications, patents, or registrations involved:

33

7. Amount of fee enclosed or authorized to be charged:

\$1320.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Date of execution of attached document As of July 9, 1998

10. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original documents.

08/11/1998 DMGUYEN 00000014 085126

July 27, 1998

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1320.00 00

Date

Wesley E. Odom
Signature

Wesley E. Odom

Name of Person Signing

12

AIRWAY INDUSTRIES - ISSUED PATENTS

U.S. and FOREIGN

LAW MANAGER - PATENT LIST REPORT
 =====

Inventor Title Country	Serial No. Patent No.	Filing Date Issue Date

Hyun S. Kim GARMENT CARRIER UNITED STATES	085,126 D 312,353	08/14/1987 11/27/1990
		//****
HANDLE FOR LUGGAGE CASE (Series 5400) (Design) UNITED STATES	D-301,089	05/16/1989
		//****
A COVER FOR A CARRYING CASE (Dbl. Welting) (6000 Series) UNITED STATES	4,932,506	06/12/1990
HYUN S. KIM LUGGAGE CASE Design UNITED STATES	07/258,337 D321,593	10/17/1988 11/19/1991
Kim A COVER FOR A CARRYING CASE (Design) UNITED STATES	07/414,086 D325,818	09/27/1989 05/05/1992
Hyun S. Kim LUGGAGE CASE UNITED STATES	07/461,454 D323,066	01/05/1990 01/14/1992
Kim LUGGAGE CASE WITH PULL HANDLE UNITED STATES	07/812,724 5,165,508	12/23/1991 11/24/1992
Bieber-Kim-Conrad-Gualtieri A DESIGN FOR SUITCASE W/RETRACTABLE PULL HANDLE UNITED STATES	29/030,775 D364,504	11/08/1994 12/28/1995
David Bieber et al. SUITCASE W/RETRACTABLE PULL HANDLE UNITED STATES	08/335,584 5,645,146	11/08/1994 07/08/1997
		//****
ATTACHE CASE (Design) UNITED STATES	D-292,848	11/24/1987

Inventor Title Country	Serial No. Patent No.	Filing Date Issue Date
----- Wilhoit SUITCASE DESIGN (3800 Series) UNITED STATES	D-292,844	**/**/**** 11/24/1987
Kim ATTACHE CASE Design (8300 Series) UNITED STATES	D-294,884	**/**/**** 03/29/1988
SUITCASE DESIGN (8400 Series) UNITED STATES	D-293,509	**/**/**** 01/05/1988
Kim LUGGAGE CASE (Design) UNITED STATES	D-292,846	**/**/**** 11/24/1987
Design for DOUBLE FLAP (Series 5700) UNITED STATES	D-292,845	**/**/**** 11/24/1987
Design for LUGGAGE CASE KOREA	65,869	**/**/**** 10/30/1986
Hyun S. Kim LUGGAGE CASE (9500) Square (Plain) UNITED STATES	D307,828	**/**/**** 05/15/1990
LUGGAGE CASE (9500) Square (1 buckle) UNITED STATES	D-307,827	**/**/**** 05/15/1990
LUGGAGE CASE (9500) Square (2 buckles) UNITED STATES	D-308,134	**/**/**** 05/29/1990
LUGGAGE CASE (9500) Round (Plain) UNITED STATES	D-308,133	**/**/**** 05/29/1990
LUGGAGE CASE (9500A) Round (1 buckle) UNITED STATES	D-307,515	**/**/**** 05/01/1990
LUGGAGE CASE (9500A) Round (2 buckles) UNITED STATES	D-308,132	**/**/**** 05/29/1990
LUGGAGE CASE (9500 Series) Square 2 buckles, 2 straps) UNITED STATES	D-308,135	**/**/**** 05/29/1990

Inventor Title Country	Serial No. Patent No.	Filing Date Issue Date
Hyun S. Kim HANDLE ASSEMBLY FOR LUGGAGE CASE (9400 Series) UNITED STATES	868,099 4,696,077	05/29/1986 09/29/1987
Kim HANDLE ASSEMBLY FOR LUGGAGE CASE Design) UNITED STATES	D-302,077	**/**/**** 07/11/1989
Hyun Suk Kim HANDLE FOR LUGGAGE CASE (UPRIGHT LEATHER W/STITCHING) UNITED STATES	094,852 D312,380	09/04/1987 11/27/1990
Michael Davis Design for HANDLE ASSEMBLY FOR LUGGAGE CASE UNITED STATES	D-253,991	**/**/**** **/**/****
Kim Design for LUGGAGE CASE UNITED STATES	D-283,654	**/**/**** **/**/****
Kim Design for LUGGAGE CASE UNITED STATES	D-284,140	**/**/**** **/**/****
Kim Design for LUGGAGE CASE UNITED STATES	D-284,137	**/**/**** **/**/****
Kim Design for LUGGAGE CASE UNITED STATES	D-284,138	**/**/**** **/**/****
Michael Davis Design for LUGGAGE CASE UNITED STATES	D-285,747	**/**/**** 09/23/1986
Michael Davis Design for LUGGAGE CASE UNITED STATES	D-295,863	**/**/**** 09/30/1986
Michael Davis Design for LUGGAGE CASE UNITED STATES	D-285,868	**/**/**** 09/30/1986

GRANT OF SECURITY INTEREST

PATENTS

THIS GRANT OF SECURITY INTEREST, dated as of July 9, 1998, is executed by Airway Industries, Inc., a Pennsylvania corporation ("Borrower"), in favor of Fleet Capital Corporation ("Agent"), for itself and as agent for certain lenders ("Lenders").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof ("Loan Agreement") among Borrower, Lenders and Agent, Agent and Lenders have agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower owns the letters patent, and/or applications for letters patent, of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Patents");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Agent; and

D. Pursuant to the Security Agreement, Borrower has granted to Agent a security interest in all right, title and interest of Borrower in and to the Patents, together with any reissue, continuation, continuation-in-part or extension thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Patents (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Borrower does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Agent's address is:

Fleet Capital Corporation
15260 Ventura Boulevard
Suite 400
Sherman Oaks, California 91403
Attn: Loan Administration Manager
Telecopier No.: (818) 382-4291

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed
as of the day and year first above written.

AIRWAY INDUSTRIES, INC.

By: 

Name: GARY F. PERRONE

Title: VICE PRESIDENT & GENERAL MANAGER

ALL-PURPOSE ACKNOWLEDGMENT

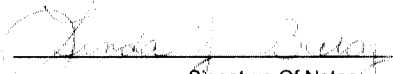
STATE OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

On JULY 13, 1998, before me, LINDA J BALOG
(Name and Title of Officer)

personally appeared BARRY F BURKOWE, VICE PRESIDENT & GENERAL MANAGER

- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature Of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
- Corporate Officer

- Partner(s)
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

Signer is representing:
Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title Or Type Of Document

Number Of Pages

Date Of Document

Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

PATENTS

Title

Date Issued

Patent No.

See attached.

I-A-1

DOCSLA1:263220.1

RECORDED: 08/10/1998

PATENT
REEL: 9360 FRAME: 0671