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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
VERIDIAN ENGINEERING, INC.

6.20.02
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **WACHOVIA BANK, NATIONAL**
Internal Address: **ASSOCIATION**

Street Address: **301 S. College St., 5th Floor**

City: **Charlotte** State: **NC** Zip: **28288**
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **Assignment of Security Interest**
Execution Date: **June 10, 2002**

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s) _____ B. Patent No.(s) **6,076,028**
See Schedule A
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Karl S. Sawyer, Jr.**
Internal Address: **Kennedy Covington Lobdell & Hickman, LLP**
Bank of America Corporate Center, Suite 4200
Street Address: **100 N. Tryon St.**
06/26/2002 ANNED1 00000066 6076028
01 FC:581 880.00 OP
City: **Charlotte** State: **NC** Zip: **28202**

6. Total number of applications and patents involved: **22**
7. Total fee (37 CFR 3.41).....\$ **880.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
18-1215
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
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 document.
Karl S. Sawyer, Jr. *Karl S. Sawyer, Jr.*
Name of Person Signing Signature
Date **June 20, 2002**

Total number of pages including cover sheet, attachments, and documents: **11**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

PATENT
REEL: 013011 FRAME: 0048

Schedule A
to
Assignment of Security Interest
in United States Patents and Trademarks

VERIDIAN ENGINEERING, INC.

1. US6076028
06/13/00
Method and apparatus for automatic vehicle event detection, characterization, and reporting
2. US5926555
04/03/97
Fingerprint Identification System
3. US5799098
08/25/98
Fingerprint identification system
4. US5779907
07/14/98
Magnetic microplate separator
5. US5659626
08/19/97
Fingerprint identification system
6. US5381337
01/10/95
No skid brake control
7. US5381156
01/10/95
Multiple target doppler tracker
8. US5353370
10/04/94
Non-uniform temperature profile generator for use in short duration wind tunnels

9. US5353242
10/04/94
Motion base control process and operator perceptual simulator

10. US5291136
03/01/1994
Variable angle eddy current probe

11. US5111142
05/05/92
Eddy current probe with adjustable position rotating head

12. US5059904
10/22/91
Control circuit for variable characteristic rotating eddy current probe

13. US5021982
06/04/91
Motion base control process and pilot perceptual simulator

14. US5056056
10/08/91
Data recorder including a recirculating non-volatile memory

- US4884076
11/28/89
Foam supported electromagnetic energy reflecting device

15. US4854156
08/08/89
Pneumatic surface-following control system

16. US4684247
08/04/87
Target member for use in a positioning system

17. US4612916
09/23/86
Method for treating casualties in a contaminated area

18. US4590408
05/20/86
Linear/resonant CRT beam deflection circuit

19. US4568825
02/04/86
Robotic vehicle optical guidance system

20. US4536690
08/20/85
Tool-supporting self-propelled robot platform

21. US4515478
05/07/85
Coherent light detecting system including passive averaging network

22. US4485534
12/4/84
Interchange mechanism for multiple fasteners

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES PATENTS AND TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VERIDIAN ENGINEERING, INC., an Ohio corporation (the "Assignor"), having its chief executive office at 1200 South Hayes Street, Suite 1000, Arlington, Virginia 22202, hereby assigns and grants to WACHOVIA BANK, NATIONAL ASSOCIATION, with offices at 301 South College Street, 5th Floor, Charlotte, North Carolina 28288-0760, a security interest in all of the Assignor's right, title and interest in, to and under the following (all of the following items or types or property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

(i) each Patent and Patent application of the Assignor, including each Patent and Patent application referred to on Schedule A hereto;

(ii) each Trademark, Trademark registration and Trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application of the Assignor, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto;

(iii) all products and proceeds of the foregoing, including any claim by the Assignor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or Schedule B hereto, as applicable, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule A or Schedule B hereto, as applicable, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS ASSIGNMENT shall have an effective date as of June 10th, 2002.

THIS ASSIGNMENT has been granted in conjunction with the security interest granted to the Assignee under the Collateral Agreement, dated as of June 10, 2002 by and among Veridian Corporation, certain of its Subsidiaries party thereto, including the Assignor and the Assignee (as amended, restated, modified, or supplemented from time to time, the "Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

2034270.04
LIB: CH

**PATENT
REEL: 013011 FRAME: 0052**

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 10th day of June, 2002.

VERIDIAN ENGINEERING, INC., as Assignor

By: James P. Allen

Name: James P. Allen

Title: Sr. Vice President and Chief Financial Officer

STATE OF VIRGINIA

COUNTY OF Arlington

The foregoing instrument was acknowledged before me this 10th day of June, 2002 by James P. Allen, as Sr. Vice President of VERIDIAN ENGINEERING, INC., an Ohio corporation, on behalf of VERIDIAN ENGINEERING, INC.

P. W. Seidler

Notary Public

[NOTARY SEAL]

My commission expires: July 31, 2003

WACHOVIA BANK, NATIONAL
ASSOCIATION, as Assignee

By: Scott Santa Cruz
Name: Scott Santa Cruz
Title: Director

STATE OF North Carolina
COUNTY OF Mecklenburg

The foregoing instrument was acknowledged before me this 28 day of May,
2002 by Scott Santa Cruz as Director of WACHOVIA BANK,
NATIONAL ASSOCIATION, a national banking association, on behalf of WACHOVIA
BANK, NATIONAL ASSOCIATION.

[NOTARY SEAL]

Louise Gail Horn
Notary Public

My commission expires: Feb 14, 2005

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05/07/85
Coherent light detecting system including passive averaging network
Veridian Engineering, Inc.
22. US4485534
12/4/84
Interchange mechanism for multiple fasteners
Veridian Engineering, Inc.

Schedule B
to
Assignment of Security Interest
in United States Patents and Trademarks

VERIDIAN ENGINEERING, INC.

1. Registration No: 1166812
Serial No: 73270768
8/25/81
VEDA
Veda Incorporated¹

¹ Veda merged into Calspan Corporation on December 31, 1998. Calspan Corporation was renamed Veridian Engineering, Inc. on December 31, 1998.