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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Aviation Acquisition Corporation

- Individuals
- General Partnership -
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

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

Name: Bankers Trust Company

Internal Address: _____

Street Address: One Bankers Trust Plaza, 130 Liberty Street

City: New York State: New York ZIP: 10006

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation- _____
- Other Collateral Agent _____

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

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Interest
- Other _____
- Merger
- Change of Name

Execution Date: May 31, 2001

Trademark Registration No.(s)\

1801860

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

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

Name: Francis L. McGrath, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

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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.

Francis L. McGrath

Name of Person Signing

Francis L. McGrath

Signature

August 9, 2001

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Aviation Acquisition Corporation, a Delaware corporation (the "Assignor") with principal offices at 1230 Old Norris Road, Liberty, South Carolina, 29657, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Amended and Restated Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of December 3, 1998, as amended and restated as of May 31, 2001 (as further amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment.


This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are as set forth in the Security 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 Security Agreement, the provisions of the Security Agreement shall govern.

* * *


IN WITNESS WHEREOF, the undersigned have executed this Agreement as of

the 31st day of May, 2001

AVIATION ACQUISITION CORPORATION,
as Assignor

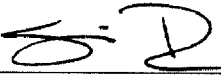
By 
Name: *Gregory Reifus*
Title: **Vice President**
ASSISTANT SECRETARY

BANKERS TRUST COMPANY,
as Collateral Agent, Assignee

By 
Name: *Gna S Thompson*
Title: *Director*

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

On this 31st day of May, 2001, before me personally came Gregory Rufus who, being by me duly sworn, did state as follows: that he is Vice President and Treasurer of Aviation Acquisition Corporation, 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.



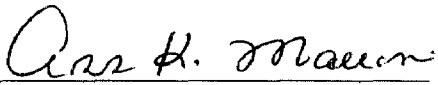
Notary Public

SABRINA ROCKWELL
Notary Public, State Of New York
No. 01RO6057043
Qualified In New York County
Commission Expires April 9, 2003

Sworn to before me this 31st day
of May, 2001.

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

On this 30th day of May, 2001, before me personally came Gina S. Thompson who, being by me duly sworn, did state as follows: that she is Director of Bankers Trust Company that she is authorized to execute the foregoing Assignment on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.



Notary Public

Sworn to before me this 30th day
of May, 2001.

ANN K. MALLARI
Notary Public, State of New York
No. 4936031
Qualified in New York County
Commission Expires July 5, 2002