

06-27-2002

ET

Docket No.:

13568.057



102137850

Tab settings

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies):

VERIDIAN SYSTEMS DIVISION, INC.

06/20/02

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: June 10, 2002

2. Name and address of receiving party(ies):

Name: WACHOVIA BANK, NATIONAL ASSOCIATION

Internal Address: _____

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

City: Charlotte State: NC ZIP: 28288

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other National Association

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1489161

See Schedule B

Additional numbers

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.

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved:.....

26

7. Total fee (37 CFR 3.41):.....\$ \$665.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-1215

DO NOT USE THIS SPACE

06/26/2002 DBYRNE 00000073 1489161

01 FC:481
02 FC:482

40.00 OP
625.00 OP

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.
Name of Person Signing

Karl Sawyer
Signature

June 20, 2002

Date

21

Total number of pages including cover sheet, attachments, and

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

VERIDIAN SYSTEMS DIVISION, INC.

1. Registration No: 1489161
Serial No: 73684105
05/24/1988
C4PL

2. Registration No: 1502882
Serial No: 73684106
09/06/1988
CYTO-HSS

3. Registration No: 1219803
Serial No: 73308678
12/14/1982
CYTO COMPUTER

4. Registration No: 1489160
Serial No: 73684104
05/24/1988
EPICAL

5. Registration No: 1860292
Serial No: 74340829
10/25/1994
ERIPS

6. Registration No: 1935959
Serial No: 74469726
11/14/1995
RESTORATION

7. Registration No: N/A
Serial No: 75422977
01/26/1998 (Filing Date)
ELECTRONIC MAP ROOM

8. Registration No: N/A
Serial No: 75470152
04/20/1998 (Filing Date)
FATHOM

9. Registration No: N/A
Serial No: 75541700
08/24/1998 (Filing Date)
GEOWORX

10. Registration No: N/A
Serial No: 75691258
04/26/1999 (Filing Date)
INTERNATIONAL EAGLE

11. Registration No: 2553034
Serial No: 75533510
03/26/2002
SENTRY RADAR SYSTEMS

12. Registration No: Pending
Serial No: 76347623
12/11/2001 (Filing Date)
BATTLESPACE MAPPER

13. Registration No: Pending
Serial No: 76347602
12/11/2001 (Filing Date)
URBAN TACTICAL PLANNER

14. Registration No: N/A
Serial No: 75834546
10/28/1999 (Filing Date)
USENEWS

15. Registration No: 2245586
Serial No: 75366617
05/01/99
CWCIP

16. Registration No: 2024110
Serial No: 75062659
12/17/96
PSR

17. Registration No: 1934840
Serial No: 74521324
11/14/95
PSR TRIANGLE LOGO

18. Registration No: 1836061
Serial No: 74300225
05/10/94
GREAS

19. Registration No: 1316642
Serial No: 73394994
1/29/85
VAST

20. Registration No: 1290838
Serial No: 73439062
05/29/84
MODAC

21. Registration No: 1290837
Serial No: 73439061
08/21/84
METASCAN

22. Registration No: 2353214
Serial No: 75521978
05/30/00
ATHENS

23. Registration No: 2317645
Serial No: 75377169
2/15/00
DEEP

24. Registration No: Pending
Serial No: 7524916
02/21/00 (Filing Date)
SCINTAGEL

25. Registration No: 2078434
Serial No: 74726890
07/15/97
ADAPTIVE RESEARCH

26. Registration No: 2056771
Serial No: 74726895
04/29/97
STORM

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VERIDIAN SYSTEMS DIVISION, INC., a Michigan corporation (the "Assignor"), having its chief executive office at 1400 Key Boulevard, Suite 100, Arlington, Virginia 22209-2369, 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]

2062242.01
LIB: CH

**TRADEMARK
REEL: 2532 FRAME: 0571**

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

VERIDIAN SYSTEMS DIVISION, 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 SYSTEMS DIVISION, INC., a Michigan corporation, on behalf of VERIDIAN SYSTEMS DIVISION, INC.

[NOTARY SEAL]

P. W. Gerdler
Notary Public

My commission expires: July 31, 2003

WACHOVIA BANK, NATIONAL
ASSOCIATION, as Assignee

By: Scott S / d
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]

Lounda Gail Horn
Notary Public

My commission expires: Feb. 14, 2005

Schedule A
to
Assignment of Security Interest
in United States Patents and Trademarks
VERIDIAN SYSTEMS DIVISION, INC.

1. US4509829
04/09/85
Amplitude Modulator for a High Powered Beam of Infrared Radiation
ERIM International, Inc.¹
2. US4845315
07/04/89
Cable System
ERIM International, Inc.
3. US5337370
08/09/94
Character Recognition Method Employing Non-Character Recognizer
ERIM International, Inc.
4. US4872051
10/03/89
Collision Avoidance Alarm System
ERIM International, Inc.
5. US5906648
05/25/99
Collision Avoidance System for Vehicles Having Elevated Apparatus
ERIM International, Inc.
6. US4711512
12/08/87
Compact Head-Up Display
ERIM International, Inc.
7. US5151800
09/29/92
Compact Hologram Displays & Method of Making Compact Hologram
ERIM International, Inc.

¹Pacific-Sierra Research Corporation merged into ERIM International, Inc. on January 3, 2001. ERIM International, Inc. was renamed Veridian Systems Division, Inc. on January 3, 2001.

8. US5822742
10/13/98
Dynamically Stable Associative Learning Neural Network System
ERIM International, Inc.
9. US5222195
06/22/93
Dynamically Stable Associative Learning Neural System with One Fixed Weight
ERIM International, Inc.
10. US5402522
03/28/95
Dynamically Stable Associative Learning System
ERIM International, Inc.
11. US5325447
06/28/94
Handwritten Digit Normalization Method
ERIM International, Inc.
12. US5544259
08/06/96
Handwritten Digit Recognition Apparatus and Method
ERIM International, Inc.
13. US5760899
06/02/98
High-Sensitivity Multispectral Sensor
ERIM International, Inc.
14. US5053781
10/01/91
High Resolution Passive Microwave Sensors for Earth Remote Sensing
ERIM International, Inc.
15. US4860375
08/22/89
High Speed Cellular Processing System
ERIM International, Inc.
16. US4685144
08/04/87
Image Processing System With Transformation Detection
ERIM International, Inc.

17. US5160931
11/03/92
Interferometric Synthetic Aperture Detection of Sparse Non-Surface Objects
ERIM International, Inc.
18. US5384455
01/24/95
Measurement-Diverse Speckle Imaging
ERIM International, Inc.
19. US4957362
09/18/90
Method and Apparatus for Electro-Optical Phase Detection
ERIM International, Inc.
20. US4414685
11/08/83
Method and Apparatus for Pattern Recognition and Detection
ERIM International, Inc.
21. US6226592
05/01/02
Method and Apparatus for Prompting a Motor Vehicle Operator to Remain within a Lane
Veridian ERIM International, Inc.
22. US5355215
10/11/94
Method and Apparatus for Quantitative Fluorescence Measurements
ERIM International, Inc.
23. US4643515
02/17/87
Method and Apparatus for Recording and Displaying Edge-Illuminated Holograms
ERIM International, Inc.
24. US4412719
11/01/83
Method and Article Having Predetermined Net Reflectance Characteristics
ERIM International, Inc.
25. US4573197
02/25/86
Method for Automatic Recognition of Two-Dimensional Shapes
ERIM International, Inc.

26. US5142589
08/25/92
Method for Repairing Images for Optical Character Recognition Performing Different Repair
Operations Based On Measured Image Characteristics
ERIM International, Inc.
27. US5850464
12/15/98
Method of Extracting Axon Fibers and Clusters
ERIM International, Inc.
28. US4847796
07/11/89
Method of Fringe-Freezing of Images in Hybrid-Optical Interferometric Processors
ERIM International, Inc.
29. US5040135
08/13/91
Method of Fringe-Freezing of Images in Hybrid-Optical Interferometric Processors
ERIM International, Inc.
30. US5850202
12/15/98
Method of Improving SAR System Sensitivity in the Presence of RF Interference
ERIM International, Inc.
31. US6111535
08/29/00
Method of Minimizing Leakage Energy in a Synthetic Aperture Radar Process
Veridian ERIM International, Inc.
32. US6107953
08/22/00
Minimum-Gradient Path Phase Unwrapping
ERIM International, Inc.
49. US5796861
08/18/98
Mosaic Construction, Processing, and Review of Very Large Electronic Micrograph Composites
ERIM International, Inc.
50. US5175651
12/29/92
Multi-Focus System for a Low Light Level Vision Apparatus
ERIM International, Inc.

51. US4541116
09/10/85
Neighborhood Image Processing Stage for Implementing Filtering Operations
52. US5119469
06/02/92
Neural Network with Weight Adjustment Based on Prior History of Input Signals
ERIM International, Inc.
53. US4607914
08/26/86
Optical System Design Techniques Using Holographic Optical Element
ERIM International, Inc.
54. US5325177
06/28/94
Optical Interferometric Hole Gauge
ERIM International, Inc.
55. US4794395
12/27/88
Passive Interferometric Imaging Receiver System
ERIM International, Inc.
56. US4524455
06/18/85
Pipeline Processor
ERIM International, Inc.
57. US4574394
03/04/86
Pipeline Processor
ERIM International, Inc.
58. US5490042
02/06/96
Programmable Silicon Circuit Board
ERIM International, Inc.
59. US5090807
02/25/92
Real Time Optical Pre-Detection Processing of Multispectral Image Data
ERIM International, Inc.
60. US6181270
1/30/01
Reference Based Autofocus Method for IFSAR and Other Applications
ERIM International, Inc.

61. US5271702
12/21/93
Robotic Substrate Manipulator
ERIM International, Inc.
62. US4541114
09/10/85
Routing Techniques Using Serial Neighborhood Image Analyzing System
ERIM International, Inc.
63. US5429328
07/04/95
Spacecraft Payload Exchange System
ERIM International, Inc.
64. US5349359
09/20/94
Spatially Variant Apodization
ERIM International, Inc.
65. US5309522
05/03/94
Stereoscopic Determination of Terrain Elevation
ERIM International, Inc.
66. US5854602
12/29/98
Subaperture High-Order Autofocus Using Reverse Phase (SHARP)
ERIM International, Inc.
67. US5898399
04/27/99
Subchirp Processing Method
ERIM International, Inc.
68. US5686922
11/11/97
Super Spacially Variant Apodization
ERIM International, Inc.
69. US6088104
12/02/94
Surface Characterization Apparatus
ERIM International, Inc.

70. US4989984
02/05/91
System for Measuring Optical Characteristics of Curved Surfaces
ERIM International, Inc.
71. US4783753
11/08/88
System for Reducing Speckle Noise
ERIM International, Inc.
72. US5170171
12/08/92
Three Dimensional Interferometric Synthetic Aperture Radar Terrain Mapping Employing
Altitude Measurement
ERIM International, Inc.
73. US5189424
02/23/93
Three Dimensional Interferometric Synthetic Aperture Radar Terrain Mapping Employing
Altitude Measurement and Second Order Correction
ERIM International, Inc.
74. US5260708
11/09/93
Three Dimensional Interferometric Synthetic Aperture Radar Terrain Mapping With
Unambiguous Phase Unwrapping Employing Subset Bandwidth Processing
ERIM International, Inc.
75. US5870493
02/09/99
Top Down Preprocessor for a Machine Vision System
ERIM International, Inc.
76. US6121922
09/19/00
Tracking System Using Miniaturized Concealable Communications Module
ERIM International, Inc.
77. US4847732
07/11/89
Wafer and Method of Making Same
ERIM International, Inc.
78. US4920454
04/24/90
Wafer Scale Package System and Header and Method of Manufacture Thereof
ERIM International, Inc.

79. US6101886
8/15/00
Multi-stage sampler concentrator
Pacific-Sierra Research Corporation³
80. US6042239
3/28/00
Aircraft canopy reflection reduction
Pacific-Sierra Research Corporation
81. US4597107
06/24/86
Modulation detector and classifier
PSR Products, Inc.⁴
82. US4204165
07/09/85
Multichannel coherent receiver
Typalogics, Inc.⁵
83. US5821879
10/13/98
Vehicle Axle Detector for Roadways
Pacific-Sierra Research Corporation
84. US5104070
04/14/92
Structural latch for vehicle coupling mechanisms
Veridian Engineering, Inc.⁶
85. US5398892
03/21/95
Spacecraft Berthing Mechanism
Veridian Engineering, Inc.

³Co-owned by University of Virginia Patent Foundation. Pacific-Sierra Research Corporation was merged into ERIM International, Inc. on January 3, 2001.

⁴PSR Products, Inc. is a former subsidiary of Veridian Systems Division, Inc. whose charter has been revoked.

⁵Typalogics, Inc. is a former subsidiary of Veridian Systems Division, Inc. whose charter has been revoked.

⁶All Veridian Engineering, Inc. patents on this sub-schedule (US5104070, US5398892, US5094410, US5040749, US4903919, US4834325, US4747567, and US4728061) were assigned to Veridian Systems Division, Inc. on July 11, 2001. No confirmation stating the reel and frame index number has been received from the USPTO to date.

86. US5094410
03/10/92
Capture/berthing system for spacecraft
Veridian Engineering, Inc.
87. US5040749
08/20/91
Spacecraft berthing mechanism with discrete impact attenuation means
Veridian Engineering, Inc.
88. US4903919
02/27/90
Apparatus and method for docking spacecraft
Veridian Engineering, Inc.
89. US4834325
05/30/89
Modular spacecraft system
Veridian Engineering, Inc.
90. US4747567
05/31/88
Spacecraft with articulated solar array
Veridian Engineering, Inc.
91. US4728061
03/01/88
Spacecraft operable in two alternative flight modes
Veridian Engineering, Inc.

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

VERIDIAN SYSTEMS DIVISION, INC.

1. Registration No: 1489161
Serial No: 73684105
05/24/1988
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2. Registration No: 1502882
Serial No: 73684106
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Serial No: 74340829
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ERIPS
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6. Registration No: 1935959
Serial No: 74469726
11/14/1995
RESTORATION
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¹Veridian ERIM International, Inc. was renamed Veridian Systems Division, Inc. on January 3, 2001.

7. Registration No: N/A
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01/26/1998 (Filing Date)
ELECTRONIC MAP ROOM
Veridian ERIM International, Inc.
8. Registration No: N/A
Serial No: 75470152
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FATHOM
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16. Registration No: 2024110
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PSR TRIANGLE LOGO
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Serial No: 74300225
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Serial No: 73394994
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21. Registration No: 1290837
Serial No: 73439061
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PSR Products, Inc.
22. Registration No: 2353214
Serial No: 75521978
05/30/00
ATHENS
Pacific-Sierra Research Corporation
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Pacific-Sierra Research Corporation