

03-12-1999



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Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

with the attached original documents or copy thereof.

1. Name of conveying party(ies):
TransDigm Inc.
 Individuals Association
 General Partnership - Limited Partnership
 Corporation-Delaware Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Bankers Trust Company
Internal Address: One Bankers Trust Plaza
Street Address: 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 Merger
 Security Agreement Change of Name
Release
Execution Date: 12/3/98

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

Trademark Registration No.(s)\
1,189,110
1,236,043
1,988,196
1,108,030

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Meredith Schorr
Internal Address: White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036
Client/matter 1104031-0102 May Yip

6. Total number of applications and registration involved 4

7. Total fee (37 CFR 3.41): \$115.00
 Enclosed (enclosed with original submission)
Authorized to be charged to deposit account

8. Deposit account number:
(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.
-Meredith Schorr _____
Name of Person Signing

Meredith Schorr _____
Signature
3/18/99 _____
Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

fee OK

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 reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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

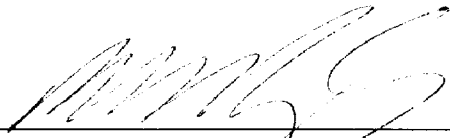
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TransDigm Inc., a Delaware corporation (the "Assignor") with principal offices at 8233 Imperial Drive, Waco, TX 76712, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 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, (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 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 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.

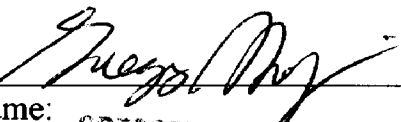
This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are 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 3rd day of December, 1998.

TRANSDIGM INC., Assignor

By 
Name: PETER TRADELEVICH
Title: CFO

BANKERS TRUST COMPANY,
as Collateral Agent, Assignee

By 
Name: GREGORY P. SIMEON
Title: VICE PRESIDENT

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

On this 3rd day of December, 1998, before me personally came Peter
RAEKEVICH who, being by me duly sworn, did state as follows: that [s]he is
CFO of TransDigm Inc., that [s]he is authorized to execute the foregoing
Assignment on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.

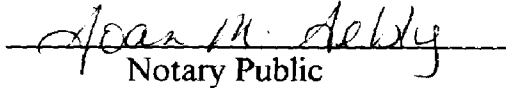
Rome Bertolino
Notary Public

ROME BERTOLINO
Notary Public, State of New York
No. 31-5020611
Qualified in New York County
Commission Expires Nov. 22, 1999

1999

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

On this 3rd day of December, 1998, before me personally came Gregory Shefrin who, being by me duly sworn, did state as follows: that he is Vice President of Bankers Trust Company 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

JOAN M. AEBLY
Notary Public, State of New York
No. 30-4851766
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Feb. 3, 2000

MARKS

Registered Trademarks—TransDigm Inc.

<u>Mark</u>	<u>Country</u>	<u>Registration No.</u>
ADEL	U.S.	1,189,110
WIGGINS	U.S.	1,236,043
CONTROLEX	U.S.	1,988,196
DSP	U.S.	1,108,030