

12-21-2001

Form PTO-1594
1-31-92
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HEET
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U.S. DEPARTMENT OF COMMERCE
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):
Racal Instruments, Inc.
 Individuals Association
 General Partnership - Limited Partnership:
 Corporation - State: Delaware
 Other:
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: BNP Paribas
Internal Address: _____
Street Address: 787 Seventh Avenue
City: New York State: New York ZIP: 10019
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other - Collateral Agent

3. Nature of conveyance:
 Assignment Merger
 Security Interest Change of Name
 Other - _____
Execution Date: November 2, 2001

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/313525
Additional numbers attached? Yes No

Trademark Registration No.(s) _____
RECEIVED
DEC - 7 2001

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: 5
7. Total fee (37 CFR 3.41): \$ 140.00
 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)

12/20/2001 TDIAZ1 00000154 76313525
01 FC:481 40.00 DP
02 FC:482 100.00 DP

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
Signature Francis L. McGrath Date Dec. 7, 2001
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.

MARK

REG./APP. NO.

REG./APP. DATE

IsolATE	76/313525	18-Sept-2001
BUTTERFLYNET	76/292541	01-Aug-2001
ActivATE	75/718930	03-Jun-1999
Adapt-a-Switch	2482992	28-Aug-2001
Freedom	2049555	01-Apr-1997

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Racal Instruments, Inc., a Delaware corporation (the "Grantor") with principal offices at 4 Goodyear Street, Irvine CA 92618, hereby assigns and grants to BNP Paribas, as Collateral Agent, with principal offices at 787 Seventh Avenue, New York, New York 10019 (the "Grantee"), a security interest in (i) all of the Grantor'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 GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 2, 2001 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee 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


Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

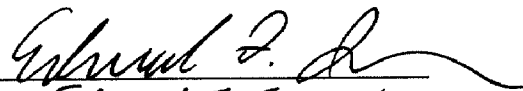
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

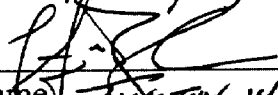
____ day of November, 2001.

RACAL INSTRUMENTS, INC., as Grantor

By: 
Name:
Title:

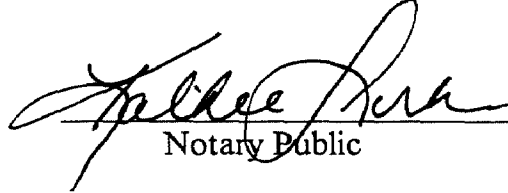
BNP PARIBAS,
as Collateral Agent and Grantee

By: 
Name: Edward T. Irwin
Title: Managing Director

By: 
Name: TIMOTHY W BUELER
Title: VICE PRESIDENT

STATE OF New York
COUNTY OF New York) ss.:

On this 1st day of November, 2001, before me personally came Keith
Oster who, being by me duly sworn, did state as follows: that [s]he is
_____ of Racal Instruments, Inc., that [s]he is authorized to execute the foregoing
Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of
said corporation.


Notary Public

KATHIE SIRKIN
Notary Public, State of New York
No. 01SI4969348
Qualified in New York County
Commission Expires July 16, 2002

STATE OF NY)
COUNTY OF NY) ss:

On this 2nd day of November, 2001, before me personally came _____

Edward Frain who, being by me duly sworn, did state as follows: that [s]he is Managing Director of BNP Paribas, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Karen L. Doerner
Notary Public

KAREN L. DOERNER
Notary Public, State of New York
No. 01DO502360
Qualified in Queens County
Certificate Filed in New York County
Commission Expires on 02/14/2002