

08-27-2002

Department of Commerce  
Patent and Trademark Office  
TRADEMARK

FINANCE SECTION

RECO



102202716

TO: The Commissioner of Patents and Trademarks: please record the attached original document(s) or copy(ies).

Submission Type

New

8-22-02

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Conveyance Type

Assignment

License

Security

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Notice of Grant of Security Interest

Effective Date  
Month Day Year  
03/27/02

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

ARINC Incorporated

03/27/02

Formerly

[Empty box]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box]

Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

[Empty box]

Composed of

[Empty box]

Address (line 1)

555 South Flower Street

Address (line 2)

11<sup>th</sup> Floor

Address (line 3)

Los Angeles

CA

90071

City

State/Country

Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of

Incorporation/Organization

[Empty box]

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,066,266"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

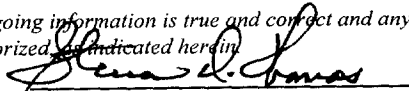
Method of Payment: Enclosed  Deposit Account   
 Deposit Account  
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #   
 Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized as indicated herein.

Steven D. Thomas  
Name of Person Signing

  
Signature

  
Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 27, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Banks referenced therein (the "Banks"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Banks:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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**See attached Schedule A**

Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
---------------------------------------	---	---

**See attached Schedule A**

The Obligors and the Collateral Agent, on behalf of the Banks, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ARINC INCORPORATED

By: \_\_\_\_\_

Name: A. James Sadler

Title: TREASURER AND ASSISTANT SECRETARY

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

The Obligors and the Collateral Agent, on behalf of the Banks, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ARINC INCORPORATED

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: *Gina Meador*

Name: Gina Meador

Title: Vice President

**SCHEDULE A**

**ARINC Incorporated**

**U.S. Trademark**

**Registered Mark**

Mark	Registration No.	Registration Date
SKYELINK	2,066,266	6/3/97