

10-17-2002



102252493

REC

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

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

10/10/02

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

10/16/2002 AMMER1 00000122 2213933
FC:552 DUR1312668_2 40.00 DP

TRADEMARK
REEL: 002600 FRAME: 0412

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)

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:

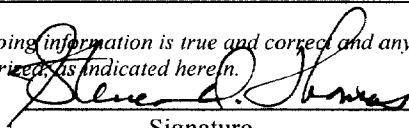
Yes

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



October 10, 2002

Name of Person Signing

Signature

Date Signed

2002 APR 22 PM 12:33

05-01-200



Department of Commerce
Trademark Office
EMARK

RECORDATA
TRADEMARKS ONLY

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FINANCE SECTION

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

Submission Type

New

Resubmission
Document ID#

(Non-Recordation)

Correction of PTO Error

Reel #

Frame #

Corrective Document

Reel #

Frame #

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

Name

ARINC Incorporated

Execution Date
Month Day Year

03/27/02

Formerly

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

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

Composed of

Address (line 1)

555 South Flower Street

Address (line 2)

11th 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

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.)

14/30/2002 TPI021 00000245 76305782

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01 RC:481

40.00 00

12 FC:482 Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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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" value="76/305,782"/>	<input type="text" value="76/037,284"/>	<input type="text"/>	<input type="text" value="1,179,508"/>	<input type="text" value="962,816"/>	<input type="text" value="2,217,926"/>
<input type="text" value="76/258,153"/>	<input type="text" value="76/037,283"/>	<input type="text"/>	<input type="text" value="1,096,980"/>	<input type="text" value="861,149"/>	<input type="text" value="2,213,933"/>
<input type="text" value="76/156,260"/>	<input type="text" value="75/424,704"/>	<input type="text"/>	<input type="text" value="962,817"/>	<input type="text" value="761,093"/>	<input type="text" value="2,316,972"/>

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

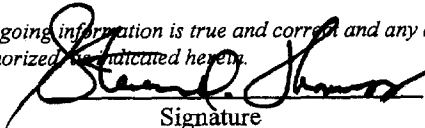
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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

April 13, 2002
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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Corporation Association

Other

Citizenship/State of
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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)

2,162,873

2,050,154

1,276,575

2,187,177

1,942,299

2,181,242

1,950,436

2,088,283

1,850,907

2,122,015

1,735,805

1,976,149

2,301,647

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>
----------------------	--	------------------------------

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: Ar James Swallen

Title: Treasurer and Chief Accounting Officer

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

**ARINC Incorporated
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

ARINC and Design	1,179,508	11/24/81
ACARS	1,096,980	7/18/78
AERO LINE	962,817	7/3/73
PLANE TALK	962,816	7/3/73
ARINC	861,149	11/26/68
ARINC	761,093	12/3/63
TABORET	2,217,926	1/12/99
SKYDOC and Design	2,213,933	12/29/98
SKYSOURCE	2,316,972	2/8/00
PILOTMATE	2,162,873	6/2/98
DOMINIUM	2,187,177	9/8/98
INFOCISE	2,181,242	8/11/98
SKYDOC	2,088,283	8/12/97
CNS/LINK	2,122,015	12/16/97
POINTER	1,976,149	5/28/96
EMBASSY GATEWAY	2,050,154	4/8/97
GATEFLOW	1,942,299	12/19/95
MUSE	1,950,436	1/23/96
ADNS	1,850,907	8/23/94
GLOBALINK and Design	1,735,805	11/24/92
AIM	2,301,647	12/21/99
STAMP	1,276,575	5/1/84

SKYSOURCE
2,313,973

Pending Applications

TRANSCENDA	76-305,782	8/29/01
FOREWARN	76-258,153	5/15/01
AVIPARTS	76-156,260	10/30/00
AVINET	76-037,284	4/28/00
AVINET and Design	76-037,283	4/28/00
SKYLINK	75-424,704	1/28/98