

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Flight Club THC, LLC		04/06/2006	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	The CIT Group/Commercial Services, Inc.		
Street Address:	1211 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78817504	A	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3016380511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	Attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	30762		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		
Signature:	/pja/		

CH \$40.00 78817504

Date:

04/25/2006

Total Attachments: 5

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**SUPPLEMENTAL GRANT OF SECURITY INTEREST
IN PATENTS, TRADEMARKS AND LICENSES**

WHEREAS, Flight Club THC, LLC, a limited liability company formed under the laws of New Jersey, located at 40 West 23rd Street, New York, NY 10010 ("Company"), owns the trademark and trademark applications shown in the attached Schedule A (the "Trademarks"), for which there are recordings or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to The CIT Group/Commercial Services Inc. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent"), pursuant to (i) a certain Second Amended and Restated Guaranty dated as of the date hereof made by Company and the other entities made a party thereto in favor of Agent and (ii) a certain Grant of Security Interest in Patents, Trademarks and Licenses, dated as of January 30, 2006, made by Company in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Trademarks, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefore.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby confirm its previous grant to Agent, for its benefit and for the ratable benefit of Lenders, of a continuing first priority security interest in and to the Trademarks and recordings and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[SIGNATURE PAGE FOLLOWS]


Company expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
April 6, 2006

Witness:



FLIGHT CLUB THC, LLC

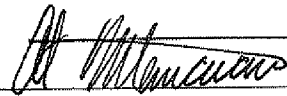
By: 

Name: Seth Gerszberg
Its: President

Witness:



THE CIT GROUP/COMMERCIAL SERVICES,
INC., as Agent

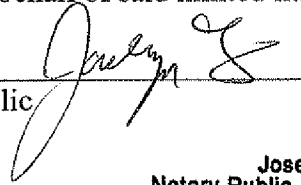
By: 

Name: Anthony Montemarano
Its: Vice President

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

On this 6th day of April, 2006, before me personally came Seth Gerszberg, to me known, who, being by me duly sworn, did depose and say that s/he is the President of Flight Club THC, LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said limited liability company.

Notary Public

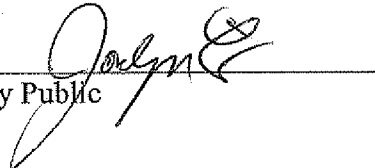


Joselyn Fine
Notary Public, State of New York
No. 01FI6139884
Qualified in New York County
Commission Expires 1/17/2010

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

On this 6th day of April, 2006, before me personally came Anthony Montemarano, to me known, who, being by me duly sworn, did depose and say that s/he is the President of The CIT Group/Commercial Services, Inc., the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public



Joselyn Fine
Notary Public, State of New York
No. 01FI6139884
Qualified in New York County
Commission Expires 1/17/2010

SCHEDULE A

Schedule A to Supplemental Grant of Security Interest in Patents, Trademarks and Licenses dated April 6, 2006, by and between Flight Club THC, LLC and The CIT Group/Commercial Services, Inc., as Agent.

Owner	Trademark	Application No.	Application Date	Registration No.	Registration Date
Flight Club THC, LLC	WINGED A LOGO	78/817,504	Feb/17/2006		