

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eclipse Aviation Corporation		05/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bank of New York		
Street Address:	600 E. Las Colinas Blvd		
Internal Address:	Suite 1300		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77017234	ECLIPSE	
Serial Number:	77017249	ECLIPSE 500	
CORRESPONDENCE DATA			
Fax Number:	(310)203-7199		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(310) 277-1010		
Email:	jwald@irell.com, mcohen@irell.com,msant@irell.com		
Correspondent Name:	Jane Shay Wald, Esq.		
Address Line 1:	1800 Avenue of the Stars		
Address Line 2:	Suite 900		
Address Line 4:	Los Angeles, CALIFORNIA 90067		
ATTORNEY DOCKET NUMBER:	154494-0064		
NAME OF SUBMITTER:	Jane Shay Wald		

CH \$65.00 77017234

Signature:

/janeshaywald/

Date:

03/14/2007

Total Attachments: 3

source=PTO Security Interest Grant (2)#page1.tif

source=PTO Security Interest Grant (2)#page2.tif

source=PTO Security Interest Grant (2)#page3.tif

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Eclipse Aviation Corporation, a Delaware corporation with principal offices at 2503 Clark Carr Loop SE, Albuquerque, NM 87106 (the "Grantor"), hereby grants to The Bank of New York, as Collateral Agent, a company formed under the laws of the State of New York, whose mailing address is 600 E. Las Colinas Blvd., Suite 1300, Irving, TX 75039, attention Director of Agent Services (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 of the Grantor's right, title and interest in and to the United States patents and patent applications, including provisional patent applications, (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement made by Grantor in favor of Grantee, dated as of May 31, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the fulfillment of the conditions set forth in Section 9.12 of the Security Agreement, the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant to the Grantor.

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 more fully 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.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 31st day of May, 2006.

ECLIPSE AVIATION CORPORATION,
as Grantor

By: Peter C. Reed
Name: PETER C. REED
Title: CEO

THE BANK OF NEW YORK,
as Grantee

By: _____
Name: _____
Title: _____

[Signature Page to Grant of Security Interest in Trademarks and Patents (Eclipse Aviation Corporation)]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the ___ day of May, 2006.

ECLIPSE AVIATION CORPORATION,
as Grantor

By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK, as Collateral Agent,
as Grantee

By: Stephen C. Jerard
Name: **Stephen C. Jerard**
Title: **Vice President**

[Signature Page to Grant of Security Interest in Trademarks and Patents (Eclipse Aviation Corporation)]