

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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|--|---|----------------|--------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Memorandum and Notice of Security Interest | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Epic Aviation, LLC | | 11/04/2009 | LIMITED LIABILITY COMPANY: OREGON |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A. | | |
| Street Address: | One Centerpointe Drive, Sutie 500 | | |
| City: | Lake Oswego | | |
| State/Country: | OREGON | | |
| Postal Code: | 97035 | | |
| Entity Type: | National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3182158 | FLIGHT2GROUND | |
| Registration Number: | 3069628 | FLIGHT2GROUND | |
| Registration Number: | 2876045 | FLIGHT2GROUND | |
| Registration Number: | 2728737 | | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (949)720-0182 | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | |
| Phone: | 949-224-6282 | | |
| Email: | trademark@buchalter.com | | |
| Correspondent Name: | Sandra P. Thompson | | |
| Address Line 1: | 18400 Von Karman Ave., Ste. 800 | | |
| Address Line 4: | Irvine, CALIFORNIA 92612-0514 | | |
| ATTORNEY DOCKET NUMBER: | B0660-0086 | | |
| NAME OF SUBMITTER: | Sandra P. Thompson | | |

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| Signature: | /Sandra P. Thompson/ |
| Date: | 11/10/2009 |
| <p>Total Attachments: 6</p> <p>source=EpicAvation#page1.tif</p> <p>source=EpicAvation#page2.tif</p> <p>source=EpicAvation#page3.tif</p> <p>source=EpicAvation#page4.tif</p> <p>source=EpicAvation#page5.tif</p> <p>source=EpicAvation#page6.tif</p> | |

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

EPIC AVIATION, LLC, an Oregon limited liability company, whose address is 1790 16th Street SE, Salem Oregon 97302 ("Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., whose address is 55 South Lake Avenue, Suite 900, Pasadena, California 91101 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), to which such Trademarks, Patents and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of November 4, 2009 (the "Agreement"), among Debtor, EPIC Aviation Canada, Inc. and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 4th day of November, 2009.

EPIC AVIATION, LLC,
an Oregon limited liability company

By: 
Name: Michael W. Delk
Title: President

Memorandum and Notice of Security Interest
In Intellectual Property

EXHIBIT A
TRADEMARKS

| <u>Trademark</u> | <u>Owner</u> | <u>Status in Trademark Office</u> | <u>Federal Registration No.</u> | <u>Registration Date</u> |
|------------------|--|---|---|------------------------------|
| FLIGHT2GROUND | EPIC Aviation, LLC | Registered | 3,182,158 | 12/12/06 |
| FLIGHT2GROUND | EPIC Aviation, LLC | Registered | 3,069,628 | 3/21/06 |
| FLIGHT2GROUND | EPIC Aviation, LLC | Registered | 2,876,045 | 8/24/04 |
| DESIGN ONLY | Valley Oil Company, LLC (nka EPIC Aviation, LLC) | Registered | 2,728,737 | 6/24/03 |

EXHIBIT B
PATENTS

None

EXHIBIT C
COPYRIGHTS

None

BN 4626920v1

Exhibit C

RECORDED: 11/10/2009

TRADEMARK
REEL: 004094 FRAME: 0348