

MMA
1-14-00

02-23-2000

RECEIVED



JAN 14 AM 10: 47

101272793

OPR/FINANCE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

1. Name and address of conveying party:

Bank of America, N.A.
f/k/a NationsBank of Texas, N.A.
901 Main Street
Dallas, TX 75202

2. Name and address of receiving party:

Inventory Locator Service, Inc.
3965 Mendenhall Road, Suite 10
Memphis, TN 38115

a Tennessee corporation

3. Nature of conveyance: Release of Security Agreement

Execution date: December 23, 1999

4. Application numbers and registration numbers:

A. Trademark numbers:

See Schedule I, Part A attached hereto.

B. Trademark application numbers:

See Schedule I, Part B attached hereto.

02/22/2000 NGUYEN 00000218 1662047
01 FC:481
02 FC:482

40.00 OP
75.00 BP

file ok

5. Name and address of party to whom correspondence concerning document should be mailed:

Ian de Buy Wenniger, Esq.
Bingham Dana LLP
150 Federal Street
Boston, Massachusetts 02110

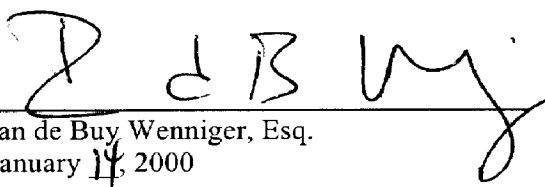
6. Total number of applications and trademarks involved: 4

7. Total fee enclosed: \$115.00

8. Deposit account number: Not applicable

9. 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.



Ian de Buy Wenniger, Esq.
January 14, 2000

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 8

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

SCHEDULE I (Part A)

Trademarks

INVENTORY LOCATOR SERVICE, INC.
Trademark Applications and Registrations
Owned by Inventory Locator Service, Inc.

TRADEMARK	COUNTRY	INT'L CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
ILS & DESIGN	USA	42	74/044124	03/30/90	1662047	10/22/91	10/22/01 RENEWAL
ILS & DESIGN	USA	42	605035	06/19/86	1428877	02/10/87	02/10/07 RENEWAL
INVENTORY LOCATOR SERVICE, INC.	USA		74/043958	03/30/90	1683333	04/14/92	04/14/02 RENEWAL

SCHEDULE I (Part B)

Trademarks

INVENTORY LOCATOR SERVICE, INC.
Trademark Applications and Registrations
Owned by Inventory Locator Service, Inc.

TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
ILS & DESIGN	USA	42	74/475996	12/29/93			PENDING

Release of Subsidiary Security Agreement

This Release of Subsidiary Security Agreement is made as of December 23, 1999, by Bank of America, N.A. (f/k/a NationsBank of Texas, N.A.), as administrative agent (the "Assignee") for the various financial institutions party to the Credit Agreement referred to below, together with certain assignees thereof (individually, a "Lender" and collectively, the "Lenders"), and relates to certain intellectual property of the Borrower.

WHEREAS, the Assignee, the Lenders, Aviall, Inc. (the "Borrower") and others previously entered into that certain Credit Agreement dated as of September 26, 1996; and

WHEREAS, the obligations of the Borrower to the Lenders were secured, in part, by the Subsidiary Security Agreement, dated as of September 26, 1996, between Inventory Locator Service, Inc. ("Assignor") and the Assignee (the "Security Agreement"), which was recorded on October 15, 1996 in the U.S. Patent and Trademark Office at Reel 1515, Frame 0549;

WHEREAS, the Security Agreement included all intellectual property of the Assignor, including but not limited to the registered trademarks and trademark applications (the "Trademarks") listed on Schedule I attached hereto and incorporated herein by reference;

WHEREAS, the obligations of the Borrower to the Lenders have been satisfied;

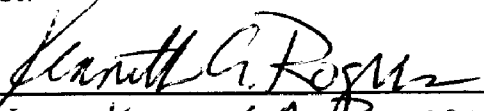
NOW, THEREFORE, the Assignee, for and on behalf of the Lenders, hereby releases its security interest in and to all intellectual property of the Assignor, including but not limited to the Trademarks, including the goodwill associated therewith, any renewals thereof and all rights corresponding thereto.

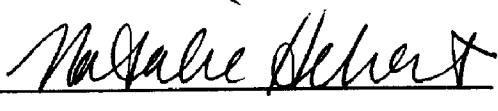
IN WITNESS WHEREOF, the Assignee has executed this Release of Subsidiary Security Agreement as of the day and year first above written.

[CORPORATE SEAL]

BANK OF AMERICA, N.A. (f/k/a
NationsBank of Texas, N.A.)

Attest:

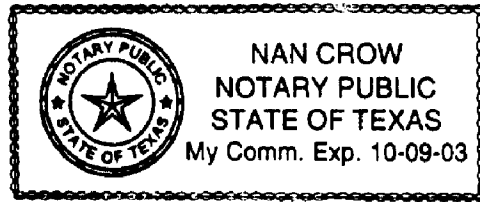
By: 
Name: Kenneth A. Rogers
Title: Assistant Secretary

By: 
Name: NATALIE E. HEBERT
Title: VICE PRESIDENT

State of Texas)
)
County of Dallas) SS.

On December 21, 1999, before me, a Notary Public in and for the County and State aforesaid, personally appeared Natalie Hebert, a duly authorized officer of BANK OF AMERICA, N.A., a national banking association, who acknowledged the execution of the foregoing instrument as his/her own free and voluntary act for and on behalf of such banking association and stated his/her execution on behalf of such banking association was duly authorized and approved by all appropriate action of such banking association.

Notary Public Nan Crow
My commission expires: 10-09-03



SCHEDULE I

Trademarks

INVENTORY LOCATOR SERVICE, INC.
Trademark Applications and Registrations
Owned by Inventory Locator Service, Inc.

TRADEMARK	COUNTRY	INT'L CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
ILS & DESIGN	AUSTRALIA	42	577158	04/27/92	A577158	12/23/93	04/27/99 RENEWAL
ILS & DESIGN	AUSTRALIA	42	632469	06/17/94	632469	06/19/96	06/17/04 RENEWAL
ILS & DESIGN	AUSTRALIA	35	678790	11/22/95	A678790	03/18/97	06/17/04 RENEWAL
ILS & DESIGN	BENELUX	42	828979	06/16/94	554565	04/03/95	06/16/04 RENEWAL
ILS & DESIGN	CANADA	42	602767	03/15/88	350552	01/27/89	01/27/04 RENEWAL
ILS & DESIGN	CANADA	42	757579	06/15/94	449133	10/02/95	10/20/10 RENEWAL
ILS & DESIGN	CYPRUS	42	40505	06/23/94			PENDING
ILS & DESIGN	DENMARK	42	VA 04.472.1994	06/27/94	VR 06.882.1994	10/14/94	10/14/04 RENEWAL
ILS & DESIGN	FRANCE	42	94525827	06/22/94	94525827	06/22/94	06/21/04 RENEWAL
ILS & DESIGN	FRANCE	42	92430650	08/13/92	92430650	08/13/92	08/13/02 RENEWAL
ILS & DESIGN	GERMANY	42	J 31 026/42 WZ	06/15/94	2090675	01/31/95	06/15/04 RENEWAL
ILS & DESIGN	GERMANY	42	J 28 208/42 WZ	07/13/92	2 042 633	08/18/93	07/13/02 RENEWAL
ILS & DESIGN	GREAT BRITAIN	42	1338746	03/17/88	1338746	07/06/90	03/17/95 RENEWAL
ILS & DESIGN	GREAT BRITAIN	42	1575912	06/16/94	1575912	12/16/94	12/16/00 RENEWAL
ILS & DESIGN	GREECE	42	119764	06/29/94	119764	06/29/94	06/29/04 RENEWAL
ILS & DESIGN	GREECE	42	111617	10/26/92	111617	09/18/92	11/26/02 RENEWAL
ILS & DESIGN	HONG KONG	42	92/11647	05/26/92	215994	04/13/94	05/26/99 RENEWAL
ILS & DESIGN	HONG KONG	42	94 06721	06/20/94	7784/1998	08/04/98	12/29/00 RENEWAL

TRADEMARK	COUNTRY	INT'L CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
ILS & DESIGN	JAPAN	42	633301994	06/24/94	4175063	08/07/98	08/07/08 RENEWAL
ILS & DESIGN	MEXICO	42	202982	06/23/94	510540	11/27/95	06/23/04 RENEWAL
ILS & DESIGN	NEW ZEALAND	42	238043	06/17/94	238043	10/02/96	
ILS & DESIGN	NORWAY	42	943629	06/29/94	168587	06/22/95	RENEWAL 06/22/05
ILS & DESIGN	SINGAPORE	42	5109/94	06/21/94	5109/94	12/29/93	RENEWAL 12/29/03
ILS & DESIGN	SOUTH KOREA	42	94-4859	06/17/94	30576	02/13/96	02/13/05 RENEWAL
ILS & DESIGN	TAIWAN	11	83042592	06/24/94	75485	05/16/95	RENEWAL 04/16/05
ILS & DESIGN	TAIWAN	1	83042591	06/24/94	74450	03/16/95	02/15/05 RENEWAL
ILS & DESIGN	USA	42	74/044124	03/30/90	1662047	10/22/91	10/22/01 RENEWAL
ILS & DESIGN	USA	42	605035	06/19/86	1428877	02/10/87	02/10/07 RENEWAL
ILS & DESIGN	USA	42	74/475996	12/29/93			PENDING
INVENTORY LOCATOR SERVICE, INC.	USA		74/043958	03/30/90	1683333	04/14/92	04/14/02 RENEWAL

Inventory Locator Service, Inc. ("ILS") grants a non-exclusive license to clients for use of their proprietary software for the sole purpose of providing the clients access to the ILS data base; ILS claims all copyright and all rights to distribution and sale of the software.