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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:

Aviall, Inc.  
2075 Diplomat Drive  
Dallas, TX 75234

a Delaware 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 A attached hereto.

B. Trademark application numbers:

N/A

02/22/2000 DNGUYEN 00000219 365037

01 FC:481  
02 FC:482

40.00 OP  
300.00 OP

Fee 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

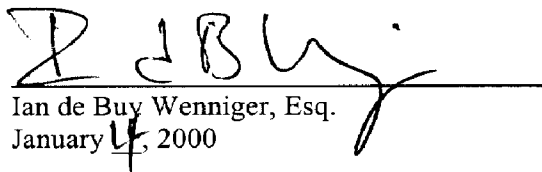
6. Total number of applications and trademarks involved: 13

7. Total fee enclosed: \$340.00

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 4, 2000

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 12

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**  
**Trademarks**

AVIALL, INC.  
Trademark Applications and Registrations  
Owned by Aviall, Inc.

TRADEMARK	COUNTRY	INT'L CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
A AND TRIANGLE DESIGN	USA	37, 39	365037	05/17/82	1331270	04/16/85	04/16/05 RENEWAL
AEROMAX	USA	42	157787	04/16/91	1684079	04/21/92	04/21/02 RENEWAL
AEROMAX & DESIGN	USA	42	157707	04/16/91	1689439	05/26/92	05/26/02 RENEWAL
AIRNET	USA	42	74/332681	11/19/92	1789784	08/24/93	08/24/03 RENEWAL
AIRPLANE THINGS AND DESIGN	USA	42	74/133563	01/25/91	1752974	02/16/93	02/16/03 RENEWAL
AVIALL	USA	37, 39	364993	05/17/82	1263792	01/10/84	01/10/04 RENEWAL
AVIALL & DESIGN	USA	41	365017	05/17/82	1263793	01/10/84	01/10/04 RENEWAL
AVIALL DESIGN & TRIANGLE	USA	37, 41, 42	365055	05/17/82	1334698	05/07/85	05/07/05 RENEWAL
AVIALL LOGO (NEW)	USA	37, 39, 41	74/461719	11/22/93	2000188	09/10/96	SEC. 8 & 15 09/10/02
AVIX	USA	9, 12	74/385173	04/28/93	1906351	07/18/95	07/15/01 RENEWAL
COBRA	USA	9	73/659131	04/10/87	1618452	10/23/90	ALLOWED TO LAPSE
VAN DUSEN DESIGN	USA	5	332205	07/10/69	911064	04/06/71	04/06/01 RENEWAL
VANMARK & DESIGN	USA	16	184212	08/31/78	1138369	08/05/80	08/05/00 RENEWAL

Release of Borrower Security Agreement

This Release of Borrower Security Agreement is made as of December 22, 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 Borrower Security Agreement, dated as of September 26, 1996, between the Borrower 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 0505;

WHEREAS, the Security Agreement included all intellectual property of the Borrower, 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 Borrower, 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 Borrower 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:

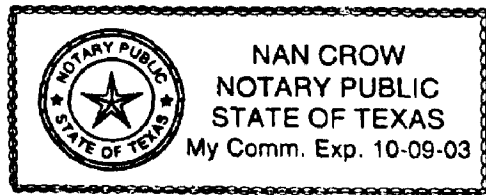
By: Kenneth A. Rogers  
Name: Kenneth A. Rogers  
Title: Ass't Secretary

By: Natalie E. Hebert  
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 Helbert, 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

AVIALL, INC.  
Trademark Applications and Registrations  
Owned by Aviall, Inc.

TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
A AND TRIANGLE DESIGN	USA	37, 39	365037	05/17/82	1331270	04/16/85	04/16/05 RENEWAL
AEROMAX	USA	42	157787	04/16/91	1684079	04/21/92	04/21/02 RENEWAL
AEROMAX & DESIGN	USA	42	157707	04/16/91	1689439	05/26/92	05/26/02 RENEWAL
AIRNET	USA	42	74/332681	11/19/92	1789784	08/24/93	08/24/03 RENEWAL
AIRPLANE THINGS AND DESIGN	USA	42	74/133563	01/25/91	1752974	02/16/93	02/16/03 RENEWAL
AVIALL	USA	37, 39	364993	05/17/82	1263792	01/10/84	01/10/04 RENEWAL
AVIALL & DESIGN	AUSTRALIA	39	A429934	10/29/82	A429934	08/04/88	10/29/03 RENEWAL
AVIALL & DESIGN	AUSTRALIA	41	A429935	07/15/85	A429935	11/30/88	07/15/06 RENEWAL
AVIALL & DESIGN	AUSTRALIA	42	A429936	07/15/85	A429936	11/30/88	07/15/06 RENEWAL
AVIALL & DESIGN	AUSTRALIA	37	A383172	10/29/82	A383172	09/13/86	10/29/03 RENEWAL
AVIALL & DESIGN	BENELUX	12	653948	11/16/82	387944	09/27/83	11/16/02 RENEWAL
AVIALL & DESIGN	BRAZIL	37	811017737	11/17/82	811017737	05/05/87	05/05/97 RENEWAL
AVIALL & DESIGN	BRAZIL	40	812249763	10/25/85	812249763	07/12/88	07/12/98 RENEWAL
AVIALL & DESIGN	CANADA	37, 39	559382	03/19/86	328684	06/12/87	06/12/02 RENEWAL
AVIALL & DESIGN	CHILE	12	13498	02/21/83	407036	12/01/93	05/26/03 RENEWAL
AVIALL & DESIGN	FRANCE	37, 39	645598	11/17/82	1219116	11/17/82	11/16/02 RENEWAL
AVIALL & DESIGN	GERMANY	37	A36284/27WZ	10/29/82	1089616	03/24/86	10/29/02 RENEWAL
AVIALL & DESIGN	GREAT BRITAIN	12	1185351	11/15/82	1185351	08/18/84	11/15/03 RENEWAL
AVIALL & DESIGN	GREAT BRITAIN	7	1201296	08/08/83	1201296	07/17/85	08/08/04 RENEWAL
AVIALL & DESIGN	GREECE	12	73388	11/17/82	73388	08/17/84	11/17/02 RENEWAL
AVIALL & DESIGN	HONG KONG	12	3289	11/18/81	1505/82	11/18/81	11/18/02 RENEWAL

TRADEMARK

TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
AVIALL & DESIGN	INDIA	12	399853	01/10/83	399853	1/1/5/88	01/10/97 RENEWAL
AVIALL & DESIGN	INDONESIA	12	N/A	11/1/8/82	192597	03/20/85	01/10/97 RENEWAL
AVIALL & DESIGN	ITALY	12, 37	35545C/82	11/1/8/82	413516	03/10/86	11/1/8/02 RENEWAL
AVIALL & DESIGN	JAPAN	12	110722/1984	10/1/9/84	1986805	09/21/87	09/21/97 RENEWAL
AVIALL & DESIGN	KENYA	12	30867	03/04/83	30867	08/1/6/83	03/04/04 RENEWAL
AVIALL & DESIGN	MALAYSIA	12	99364	04/07/83	M/99364	06/23/88	04/07/04 RENEWAL
AVIALL & DESIGN	MEXICO	23, 12	208799	11/17/82	288225	05/26/83	11/17/02 RENEWAL
AVIALL & DESIGN	NEW ZEALAND	12	144834	11/15/82	144834	01/09/86	11/15/03 RENEWAL
AVIALL & DESIGN	PHILIPPINES	12	49673	11/17/82	47737	04/10/90	04/10/10 RENEWAL
AVIALL & DESIGN	SINGAPORE	12	1703/83	04/06/83	1703/83	04/06/83	04/06/04 RENEWAL
AVIALL & DESIGN	SPAIN	12	1057044	01/10/84	1057044	03/20/85	03/20/05 RENEWAL
AVIALL & DESIGN	SRI LANKA	42	45948	04/28/83	45948	12/09/87	04/28/03 RENEWAL
AVIALL & DESIGN	SRI LANKA	12	45313	11/17/82	45313	04/08/87	11/17/02 RENEWAL
AVIALL & DESIGN	SRI LANKA	37	45950	04/26/83	45950	05/24/88	04/28/03 RENEWAL
AVIALL & DESIGN	SRI LANKA	39	45949	04/28/83	45949	06/17/85	04/28/03 RENEWAL
AVIALL & DESIGN	SWEDEN	4, 37	82-6880	11/17/82	203673	12/1/9/86	12/1/9/96 RENEWAL
AVIALL & DESIGN	SWITZERLAND	12	6537	11/17/82	324799	09/27/83	11/17/02 RENEWAL
AVIALL & DESIGN	USA	41	365017	05/17/82	1263793	01/10/84	01/10/04 RENEWAL
AVIALL & DESIGN	VENEZUELA	23	9973	11/19/82	118,306MF	04/22/86	04/22/01 RENEWAL
AVIALL & DESIGN	ZIMBABWE	12, 37	837/82	11/22/82	837/82	06/24/83	11/22/02 RENEWAL
AVIALL DESIGN & TRIANGLE	USA	37, 41, 42	365055	05/17/82	1334698	05/07/85	05/07/05 RENEWAL
AVIALL LOGO (NEW)	ARGENTINA	37	1920909	05/20/94			PENDING
AVIALL LOGO (NEW)	ARGENTINA	42	1920910	05/20/94			PENDING
AVIALL LOGO (NEW)	AUSTRALIA	42	A630186	05/18/94	A630186	12/11/95	05/18/01 RENEWAL

TRADEMARK

TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
AVIALL LOGO (NEW)	AUSTRALIA	37	A630185	05/18/94	A630185	08/11/95	05/18/01 RENEWAL
AVIALL LOGO (NEW)	BENELUX	37, 42	827323	05/19/94	551763	02/01/95	05/19/04 RENEWAL
AVIALL LOGO (NEW)	BRAZIL	40, 15	817876502	05/23/94	817876502	10/15/96	10/15/06 RENEWAL
AVIALL LOGO (NEW)	BRAZIL	37, 43	817876499	05/23/94	817876499	10/15/96	10/15/06 RENEWAL
AVIALL LOGO (NEW)	CANADA	37, 42	754653	05/18/94	TMA4484060	10/17/97	10/15/12 RENEWAL
AVIALL LOGO (NEW)	CHILE	39	274656	05/19/94	463712	07/05/96	07/05/06 RENEWAL
AVIALL LOGO (NEW)	CHILE	37	274655	05/19/94	438445	01/27/95	01/27/05 RENEWAL
AVIALL LOGO (NEW)	CHINA P.R.	37	94045127	05/21/94	817905	02/20/96	02/20/96 RENEWAL
AVIALL LOGO (NEW)	COLOMBIA	42	021373	05/20/94	166063	09/28/94	09/28/04 RENEWAL
AVIALL LOGO (NEW)	COLOMBIA	37	021374	05/20/94	164845	09/28/94	09/28/04 RENEWAL
AVIALL LOGO (NEW)	DENMARK	37, 42	VA 03.618 1994	05/20/94	VA 06.258 1994	09/16/94	09/16/04 RENEWAL
AVIALL LOGO (NEW)	EGYPT	37	90977	05/19/94	90977	04/10/96	05/18/04 RENEWAL
AVIALL LOGO (NEW)	EGYPT	42	90978	05/19/94	90978	06/06/96	05/18/04 RENEWAL
AVIALL LOGO (NEW)	FRANCE	37, 42	94/521365	05/24/94	94/521365	05/24/94	05/23/04 RENEWAL
AVIALL LOGO (NEW)	GERMANY	37, 42	A 56 98837WZ	05/19/94	291155	08/18/95	RENEWAL DUE 05/31/04
AVIALL LOGO (NEW)	GREAT BRITAIN	42	1572591	05/19/94	1572591	06/23/95	11/22/00 RENEWAL
AVIALL LOGO (NEW)	GREAT BRITAIN	37	1572590	05/19/94	1572590	05/26/95	11/22/00 RENEWAL
AVIALL LOGO (NEW)	GREECE	37, 42	119275	05/23/94	119275	08/19/97	05/23/04 RENEWAL
AVIALL LOGO (NEW)	HONG KONG	42	94/05659	05/19/94	55641997	05/20/97	11/22/00 RENEWAL
AVIALL LOGO (NEW)	HONG KONG	37	94/05658	05/19/94	55631997	05/20/97	05/19/01 RENEWAL
AVIALL LOGO (NEW)	INDIA	16	628499	05/19/94			PENDING
AVIALL LOGO (NEW)	INDIA	12	628498	05/19/94			PENDING
AVIALL LOGO (NEW)	INDONESIA	37	H4.HC-01-01.8955	05/20/94	346816	10/04/95	01/27/04 RENEWAL
AVIALL LOGO (NEW)	INDONESIA	42	I14.HC-01-01.8956	05/20/94	341861	08/22/95	01/27/04 RENEWAL

TRADEMARK

REEL: 002025 FRAME: 0202



TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
AVIALL LOGO (NEW)	IRELAND	42	943070	05/19/94			PENDING
AVIALL LOGO (NEW)	IRELAND	37	943069	05/19/94			PENDING
AVIALL LOGO (NEW)	ITALY	37, 42	RM94C/002257	05/20/94	688202	10/07/96	10/07/06 RENEWAL
AVIALL LOGO (NEW)	JAPAN	37	49627/1994	05/19/94			ABANDONED
AVIALL LOGO (NEW)	KUWAIT	39	31648	08/06/95			PENDING
AVIALL LOGO (NEW)	KUWAIT	37	31647	08/05/95			PENDING
AVIALL LOGO (NEW)	MALAYSIA	37, 42					SUSPENDED
AVIALL LOGO (NEW)	MEXICO	37	199610	05/20/94	488716	04/25/95	05/20/04 RENEWAL
AVIALL LOGO (NEW)	MEXICO	42	199609	05/20/94	491201	05/05/95	05/20/04 RENEWAL
AVIALL LOGO (NEW)	NEW ZEALAND	37	237027	05/18/94	237027	12/04/96	11/22/00 RENEWAL
AVIALL LOGO (NEW)	NEW ZEALAND	42	237028	05/18/94	237028	12/04/96	11/22/00 RENEWAL
AVIALL LOGO (NEW)	PERU	42	242843	05/20/94	002911	10/24/94	10/24/04 RENEWAL
AVIALL LOGO (NEW)	PERU	37	242842	05/20/94	002592	08/19/94	08/19/04 RENEWAL
AVIALL LOGO (NEW)	PHILIPPINES	42	93991	07/19/94			PENDING
AVIALL LOGO (NEW)	PHILIPPINES	37	109065	06/19/96			ABANDONED
AVIALL LOGO (NEW)	SAUDI ARABIA	37	25161	05/28/94	383/91	05/28/94	02/07/04 RENEWAL
AVIALL LOGO (NEW)	SAUDI ARABIA	42	25162	05/28/94			PENDING
AVIALL LOGO (NEW)	SINGAPORE	42	S/4044/94	05/20/94			ABANDONED
AVIALL LOGO (NEW)	SINGAPORE	37	S/4043/94	05/20/94			ABANDONED
AVIALL LOGO (NEW)	SOUTH AFRICA	42	945077	05/19/94	945077	05/19/94	05/19/04 RENEWAL
AVIALL LOGO (NEW)	SOUTH AFRICA	37	945076	05/19/94	945076	12/11/96	05/19/04 RENEWAL
AVIALL LOGO (NEW)	SOUTH KOREA	37	944038	05/20/94	28763	09/21/95	09/21/05 RENEWAL
AVIALL LOGO (NEW)	SOUTH KOREA	42	944039	05/20/94	29993	01/11/96	01/11/06 RENEWAL
AVIALL LOGO (NEW)	SPAIN	39	1904180	05/20/94	1904180	06/05/95	05/20/04 RENEWAL

TRADEMARK	COUNTRY	INTL. CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
AVIALL LOGO (NEW)	SPAIN	37	1904179	05/20/94	1904179	06/05/95	05/20/04 RENEWAL
AVIALL LOGO (NEW)	SRI LANKA	37	70526	06/03/94	70526	11/29/96	06/03/04 RENEWAL
AVIALL LOGO (NEW)	SRI LANKA	42	70525	06/03/94	70525	11/29/96	06/03/04 RENEWAL
AVIALL LOGO (NEW)	SWEDEN	37, 42	94-05319	05/18/94	304061	08/11/95	RENEWAL DUE 08/11/05
AVIALL LOGO (NEW)	SWITZERLAND	37, 42	3365/1994.2	05/19/94	423949	06/21/96	05/19/04 RENEWAL
AVIALL LOGO (NEW)	U.A.E.	37	11980	08/12/95			ABANDONED
AVIALL LOGO (NEW)	U.A.E.	42	11981	08/12/95	10604	06/15/97	08/12/05 RENEWAL
AVIALL LOGO (NEW)	USA	37, 39, 41	74/461719	11/22/93	2000188	09/10/96	SEC. 8 & 15 09/10/02
AVIALL LOGO (NEW)	VENEZUELA	37	7214-94	06/03/94			PENDING
AVIALL LOGO (NEW)	VENEZUELA	42	7215-94	06/03/94			PENDING
AVIX	USA	9, 12	74/385173	04/28/93	1906351	07/18/95	07/15/01 RENEWAL
COBRA	USA	9	73/659131	04/10/87	1618452	10/23/90	ALLOWED TO LAPSE
VAN DUSEN DESIGN	USA	5	332205	07/10/69	911064	04/06/71	04/06/01 RENEWAL
VANMARK & DESIGN	USA	16	184212	08/31/78	1138369	08/05/80	08/05/00 RENEWAL

TRADEMARK

REEL: 002025 FRAME: 0204

RYDER AVIALL, INC.  
Trademark Applications and Registrations  
Owned by Ryder Aviall, Inc.

TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
VAN DUSEN	FRANCE	2, 6, 7	93 484072	09/17/93	93 484072	09/17/93	09/16/03 RENEWAL

9/10/96  
**TRADEMARK**  
REEL: 002025 FRAME: 0205

RYDER AIRLINE SERVICES, INC.  
 Trademark Applications and Registrations  
 Owned by Ryder Airline Services, Inc.

9/10/96

TRADEMARK	COUNTRY	INTL CLASS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	ISSUE DATE	STATUS
AEROMAX	AUSTRALIA	2	A565188	10/11/91	A565188	12/24/93	10/11/98 RENEWAL
AEROMAX	BRAZIL	2	816453292	10/16/91	816453292	09/21/93	09/21/03 RENEWAL
AEROMAX	CANADA	2	691580	10/15/91	TMA 411 451	04/23/93	04/23/08 RENEWAL
AEROMAX	FRANCE	6, 7, 9	313794	10/15/91	1699196	10/15/91	10/15/01 RENEWAL
AEROMAX	GREAT BRITAIN	16	1505193	06/30/92	1505193	09/10/93	06/30/99 RENEWAL
AEROMAX	GREAT BRITAIN	2	1479887	10/15/91	1479887	08/06/93	04/16/98 RENEWAL
AEROMAX	GREAT BRITAIN	9	1505192	06/30/92	1505192	10/15/93	06/30/99 RENEWAL
AEROMAX	INDONESIA	16	H4.HC-01-01 12.871	09/27/93			FILED
AEROMAX	JAPAN	16	106833	10/15/91	2656869	04/28/94	04/28/04 RENEWAL
AEROMAX	MEXICO	2	124654	10/16/91	435414	06/09/93	10/16/01 RENEWAL
AEROMAX	TAIWAN	2	80052202	11/16/91	61440	02/16/93	01/15/03 RENEWAL
AIRPLANE THINGS PILOT SUPPLIES	FRANCE	16, 25	300312	07/25/91	1682838	07/25/91	07/25/01 RENEWAL

TRADEMARK