

10-19-2000



101491384

10-3-00

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)  
Document ID #
- ☐ Correction of PTO Error  
Reel #  Frame #
- ☐ Corrective Document  
Reel #  Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☒ Security Agreement ☐ Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- ☐ Merger
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

1563819

- ☐ Individual ☐ General Partnership ☒ Limited Partnership ☐ Corporation ☐ Association
- ☐ Other

☒ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- ☐ Corporation ☐ Association
- ☒ Other

☒ Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/17/2000 MTHM11 00000113 1563819

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40.00

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002157 FRAME: 0164

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes ☒

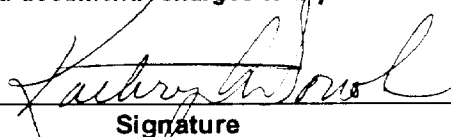
No ☐

**Statement and Signature**

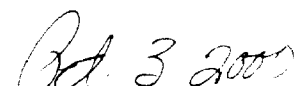
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kathryn A. Donohue

Name of Person Signing



Signature



Date Signed

NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 15<sup>th</sup> day of September, 2000 by PRIORITY AIR EXPRESS, LLC, a Delaware limited liability company, having an address at 111 Henderson Drive, Folcroft East Business Park, Sharon Hill, PA 19079 ("Debtor") to and in favor of NATIONAL CITY BANK, a national banking association having offices at One South Broad Street, Philadelphia, PA 19107 ("Secured Party"), as administrative agent under a certain Credit Agreement dated September 15, 2000 among Debtor, Secured Party and the lenders referred to therein (the "Lenders") (as may be amended, restated or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, the Lenders have agreed to extend certain credit to Debtor on a term and revolving basis under the Credit Agreement on the condition that Debtor pledges and grants to Secured Party, for the benefit of the Lenders, as collateral for the Obligations (as defined in the IP Agreement described below) a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including the registrations thereof, the goodwill associated therewith and other related claims and rights (the "IP") as more fully described in that certain Intellectual Property Security Agreement by Debtor in favor of Secured Party, for the benefit of Lenders, dated September 15, 2000 (the "IP Agreement");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Debtor hereby pledges, grants and assigns to Secured Party, for the benefit of Lenders, a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and give notice of such security interest and the existence of such IP Agreement providing therefor.

Executed as of the date first above written.

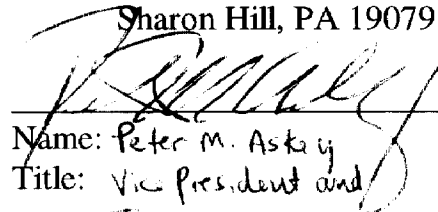
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Executed as of the date first above written.

PRIORITY AIR EXPRESS, LLC

Address: 111 Henderson Drive  
Folcroft East Business Park  
Sharon Hill, PA 19079

By:

  
Name: Peter M. Askey

Title: Vice President and  
Treasurer

EXHIBIT "A"

Software

DESCRIPTION OF SOFTWARE COLLATERAL

NONE

EXHIBIT "B"

COPYRIGHT COLLATERAL

<u>COPYRIGHT DESCRIPTION</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF DISTRIBUTION</u>	<u>ORIGINAL AUTHOR OR OWNER OR COPYRIGHT (IF DIFFERENT FROM DEBTOR)</u>	<u>DATE AND RECORDATION NUMBER OF IP AGREEMENT TO OWNER OF DEBTOR (IF ORIGINAL AUTHOR OR OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)</u>
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NONE

EXHIBIT "C"

PATENT COLLATERAL

<u>PATENT</u> <u>DESCRIPTION</u>	<u>DOCKET NO.</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
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NONE

EXHIBIT "D"

TRADEMARK COLLATERAL

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
PRIORITY AIR EXPRESS and Design	US	73-740363	1,563,819	Issued - 10/31/89

OTHER TRADEMARK COLLATERAL

Common Law Trademarks (including, without limitation, "www.priorityairexpress.com" and "www.paxnet.com")



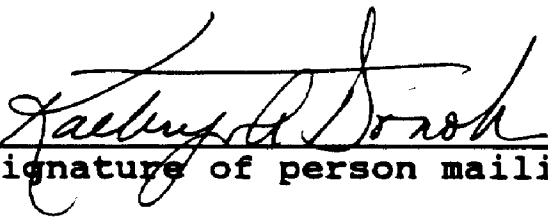
"EXPRESS MAIL" MAILING LABEL NUMBER E155296795045

DATE OF DEPOSIT October 5, 2000

I HEREBY CERTIFY THAT THIS PAPER OR FEE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE "EXPRESS MAIL POST OFFICE TO ADDRESSEE" SERVICE UNDER 37 CFR 1.10 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VA 22202-3513.

KATHRYN A. DONOHUE

(Typed or printed name of person mailing paper or fee)



(Signature of person mailing paper or fee)

3000 Two Logan Square  
Eighteenth and Arch Streets  
Philadelphia, PA 19103-2799  
215.981.4000  
Fax 215.981.4750

215.981.4317  
donohuek@pepperlaw.com

October 3, 2000

**VIA EXPRESS MAIL NO. EL552967950US**

Commissioner of Patents and Trademarks  
BOX ASSIGNMENTS  
Washington, DC 20231

Re: Recordation of Notice of Intellectual Property Security Agreement

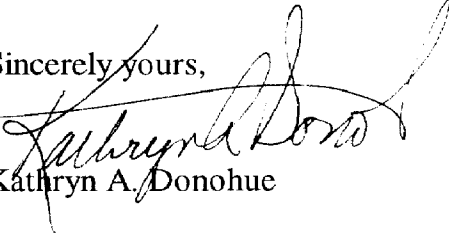
Dear Sir/Madam:

I am enclosing the following documents for recordation:

1. Two copies of a Recordation Form Cover Sheet - Trademarks Only for the recordation of the intellectual property listed on Exhibit D of the Notice of Intellectual Property Security Agreement between Priority Air Express, LLC and National City Bank;
2. A copy of the Notice of Intellectual Property Security Agreement between Priority Air Express, LLC and National City Bank, dated September 15, 2000; and
3. A check in the amount of \$40.00 for the required filing fee. Please deduct any additional charges to Deposit Account No. 16-1322.

If you have any questions concerning the enclosures, please feel free to contact me.

Sincerely yours,

  
Kathryn A. Donohue

/dag  
Enclosures

PHLEGAL: #937213 v1 K35P011.WPD

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TRADEMARKS ONLY**

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Execution Date  
Month Day Year  
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Name

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**TRADEMARK**  
**REEL: 002157 FRAME: 0174**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

215-981-4317

Name

Kathryn A. Donohue

Address (line 1)

Pepper Hamilton LLP

Address (line 2)

3000 Two Logan Square, 18th & Arch Streets

Address (line 3)

Philadelphia, PA 19103-2799

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

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Fee Amount for Properties Listed (37 CFR 3.41):

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Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

16-1322

Authorization to charge additional fees:

Yes

☒

No

☐

**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. Charges to deposit account are authorized, as indicated herein.

Kathryn A. Donohue

Name of Person Signing

Signature

Date Signed