

12-11-2002



COVER SHEET
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

102308125

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

EDO CORPORATION

11-18-02

- Individual(s)
- General Partnership
- Corporation - New York
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

CITIBANK, N.A.
399 Park Avenue
New York, New York 10043

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other - a national banking association

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: November 8, 2002

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

726,984 763,387

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)\$65.00

- Enclosed
- Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Matthew T. Smith
Name of Person Signing

MT Smith
Signature

November 14, 2002
Date

Total number of pages including cover sheet, attachments, and document: [4]

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

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

12/10/2002 GTON11 00000166 726984

01 FC:8521 40.00 DP
02 FC:8522 25.00 DP

**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

WHEREAS, EDO CORPORATION, a New York corporation (the "Company"), having its principal place of business at 60 East 42nd Street, Suite 5010, New York, NY 10165, is the owner of the United States trademark and trademark applications set forth on Schedule A attached hereto;

WHEREAS, pursuant to the terms and conditions of the Patent and Trademark Security Agreement dated as of November 8, 2002 (the "Patent and Trademark Agreement") made by Company in favor of **CITIBANK, N.A.**, as Administrative Agent ("Secured Party"), the Company is required to grant a security interest in, and lien on, said trademarks to secure the obligations of the Company under a Credit Agreement, dated as of November 8, 2002 by and among the Company, the Secured Party, and the Lender's party thereto (together with the Patent and Trademark Agreement, the "Agreements"); and

WHEREAS, Company is willing to grant to Secured Party for the ratable benefit of the Credit Parties (as such term is defined in the Patent and Trademark Agreement) the security interest in and lien on the trademarks described above.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Patent and Trademark Agreement, the Company hereby grants to Secured Party for the ratable benefit of the Credit Parties a security interest in, and a lien upon, the trademarks set forth in Schedule A attached hereto, which security interest shall secure all the Obligations (as defined in the Agreements) and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Secured Party with respect to the security interest granted hereby are more fully set forth in the Agreements.

_____, New York
November __, 2002

EDO CORPORATION

By: 
Name: Darrell L. Reed
Title: Chief Financial Officer and Treasurer

STATE OF NEW YORK)
)SS.:
COUNTY OF Suffolk)

On the 11th day of November in the year 2002 before me, the undersigned, a Notary Public in and for said State, personally appeared Darrell Reed, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity(ies), and that by his/her signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Luanne Biunno
Notary Public

LUANNE BIUNNO
NOTARY PUBLIC STATE OF NEW YORK
No. 01816068526
QUALIFIED IN SUFFOLK COUNTY
MY COMMISSION EXPIRES NOV. 19, 2005

Schedule A

Trademarks Registered to: EDO CORPORATION

Mark	Registration Number	Registration Date
EDO	726984	1-30-62
ELINCO AND DESIGN	763387	1-21-64

November 14, 2002

Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
2900 Crystal Drive
Arlington, VA 22202-3513

Re: Recordation of security interest

To the Assistant Commissioner:

Enclosed for recordation is a Trademark Recordation Form Cover Sheet and corresponding attachments evidencing the security interest from EDO Corporation to Citibank, N.A.


Please record this security interest against the registrations listed on the attached schedule to the Recordation Form Cover Sheet. Enclosed is a check in the amount of \$65.00 made payable to your order as payment of the filing fees. Any underpayment can be charged, or any refund credited, to Deposit Account No. 04-0475.

The notice of recordation should be forwarded to:

Glenn A. Gundersen
Dechert
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103-2793

Thank you for your assistance in this matter.

Respectfully submitted,



Matthew T. Smith

MTS:mss
Enclosures
Attorney Ref. No. 322793