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12-11-2002



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks **102308145**

Attached original documents or copy thereof.

1. Name of conveying party(ies):

EDO WESTERN CORPORATION

11-18-02

- Individual(s)
- General Partnership
- Corporation - Utah
- Other
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Execution Date: November 8, 2002

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

876,526      839,946      2,367,674

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: 3

7. Total fee (37 CFR 3.41) .....\$90.00

- 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

\_\_\_\_\_  
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:

12/10/2002 GTOW11 00000161 876526

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

01 FC:8521  
02 FC:8522

40.00 OP  
50.00 OP

TRADEMARK  
REEL: 002631 FRAME: 0531

**TRADEMARK SECURITY AGREEMENT  
FOR RECORDATION**

**WHEREAS, EDO WESTERN CORPORATION**, a Utah corporation (the "Company"), having its principal place of business at 2645 South 300 West, Salt Lake City, UT 84115, 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 WESTERN CORPORATION**

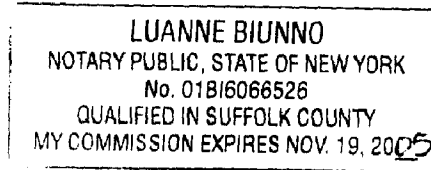
By:   
Name: Darrell L. Reed  
Title: Treasurer

STATE OF NEW YORK     )  
                                  )SS.:

COUNTY OF Suffolk

On the 7<sup>th</sup> 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



**Schedule A**

**Trademarks Registered to: EDO WESTERN CORPORATION**

| <b>Mark</b>  | <b>Registration Number</b> | <b>Registration Date</b> |
|--------------|----------------------------|--------------------------|
| NAVTRAK      | 876526                     | 9-9-69                   |
| DIGITRAK     | 839946                     | 12-5-67                  |
| THE ENFORCER | 2367674                    | 7-18-00                  |