

05-21-2003

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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RECORD

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TRADEMARKS ONLY

DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

AeroDesign, Inc.  
Thermal Structures, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State TN and CA
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: SunTrust Bank, as Administrative Agent

Internal Address: \_\_\_\_\_

Street Address: P.O. Box 4418

City: Atlanta State: GA Zip: 30308

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Georgia
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation 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
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: May 15, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

76462826, 74681809

Additional number(s) attached  Yes  No

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

Name: Susan Lake

Internal Address: King & Spalding LLP

Street Address: 191 Peachtree Street

City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 2

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

expedite \$ 120.00

- Enclosed
- Authorized to be charged to deposit account

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.

Susan Lake  
Name of Person Signing

Signature

May 19, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 9

05/21/2003 HUWELLER 00000151 76462826

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:8521 40.00 OP  
02 FC:8522 25.00 OP  
03 FC:8523 120.00 OP

GRANT OF  
SECURITY INTEREST IN TRADEMARK RIGHTS  
(Subsidiaries)

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Agreement"), dated as of May 15, 2003 is made by each of the obligors signatory hereto (each an "Obligor" and collectively the "Obligors"), in favor of SUNTRUST BANK, a Georgia banking corporation, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), party to the Revolving Credit Agreement, dated as of May 15, 2003, among HEICO Corporation, a Florida corporation (the "Borrower"), the Lenders and the Agent (as amended, supplemented, restated or otherwise modified from time to time, the "Credit Agreement").

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Obligors and certain other subsidiaries have guaranteed the obligations of the Borrower under the Credit Agreement and have executed and delivered a Security Agreement, dated as of May 15, 2003 in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, each Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, each Obligor has duly authorized the execution, delivery and performance of this Agreement;

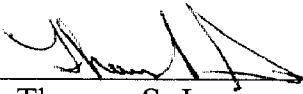
NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, each Obligor agrees, for the benefit of the Agent and the Lenders, as follows:


SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

SECTION 2. Grant of Security Interest. In order to secure the full and punctual payment and performance of the Secured Obligations in accordance with the terms thereof, each Obligor hereby pledges, assigns, hypothecates, sets over and conveys to the Agent on its behalf and on behalf of the Lenders and grants to the Agent on its behalf and on behalf of the Lenders a continuing security interest in and to, all of its rights in and to, the Trademarks (including, without limitation, those items listed on Schedule A hereto).

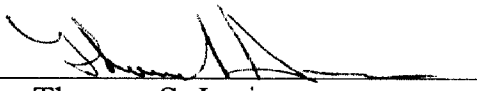
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

AERODESIGN, INC.

By:   
Name: Thomas S. Irwin  
Title: President and Treasurer

By:   
Name: Elizabeth R. Letendre  
Title: Secretary

THERMAL STRUCTURES, INC.

By:   
Name: Thomas S. Irwin  
Title: Treasurer

[GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (SUBSIDIARIES)]

**TRADEMARK**  
**REEL: 002658 FRAME: 0518**

STATE OF FLORIDA )  
 ) ss  
COUNTY OF BROWARD )

On the \_\_\_\_ day of May, 2003, before me personally came Thomas S. Irwin, who is personally known to me to be the President and Treasurer of AERODESIGN, INC., a Tennessee corporation; who, being duly sworn, did depose and say that he is the President and Treasurer of such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument in his capacity as President and Treasurer of AERODESIGN, INC. pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

*Genevieve A. Young*  
Notary Public

OFFICIAL NOTARY SEAL GENEVIEVE A YOUNG NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD172292 MY COMMISSION EXP. DEC. 16, 2006
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(PLACE STAMP AND SEAL ABOVE)

STATE OF FLORIDA )  
 ) ss  
COUNTY OF BROWARD )

On the \_\_\_\_ day of May, 2003, before me personally came Elizabeth R. Letendre, who is personally known to me to be the Secretary of AERODESIGN, INC., a Tennessee corporation; who, being duly sworn, did depose and say that she is the Secretary of such corporation, the corporation described in and which executed the foregoing instrument; that she executed and delivered said instrument in her capacity as Secretary of AERODESIGN, INC. pursuant to authority given by the Board of Directors of such corporation; and that she acknowledged said instrument to be the free act and deed of said corporation.

*Genevieve A. Young*  
Notary Public

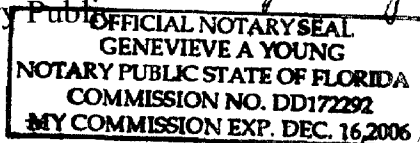
OFFICIAL NOTARY SEAL GENEVIEVE A YOUNG NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD172292 MY COMMISSION EXP. DEC. 16, 2006
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(PLACE STAMP AND SEAL ABOVE)

STATE OF *FLORIDA* )  
COUNTY OF *BROWARD* ) SS

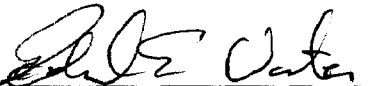
On the \_\_\_\_ day of May, 2003, before me personally came Thomas S. Irwin, who is personally known to me to be the Treasurer of THERMAL STRUCTURES, INC., a California corporation; who, being duly sworn, did depose and say that he is the Treasurer of such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument in his capacity as Treasurer of THERMAL STRUCTURES, INC. pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

*Genevieve A. Young*  
\_\_\_\_\_  
Notary Public



(PLACE STAMP AND SEAL ABOVE)

SUNTRUST BANK,  
as Administrative Agent for the Lenders


By:   
Name: Edward E. Wanta  
Title: Director

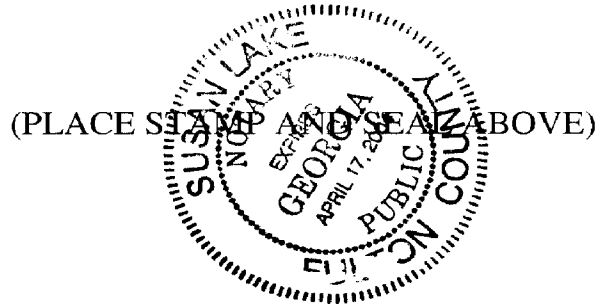
[GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (SUBSIDIARIES)]

**TRADEMARK**  
**REEL: 002658 FRAME: 0521**

STATE OF GEORGIA )  
 ) ss  
COUNTY OF FULTON )

On the 14th day of May, 2003, before me personally came Edward E. Wooten, who is personally known to me to be a Director of SunTrust Bank, a Georgia banking corporation; who, being duly sworn, did depose and say that he is a Director of such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public



**SCHEDULE A**

**U.S. Trademarks Registrations and Applications  
for Thermal Structures, Inc.**

<u>Trademark</u>	<u>Application or Serial Number</u>	
"AERO SHIELD"	76462826	



**SCHEDULE A**

**U.S. Trademarks Registrations and Applications  
for AeroDesign, Inc.**

<u>Trademark</u>	<u>Application or Serial Number</u>	
BatteryShop LLC & Design	74/681809	

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