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U.S. 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): Spectrum Astro, Inc. 1440 North Fiesta Boulevard Gilbert, Arizona 85233

3-7-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Nevada Other

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/19/02

2. Name and address of receiving party(ies) Name: Bank of America, N.A. Internal Address: Mail Code: IL1-231-08-30; Agency Mgt.

Street Address: 231 South LaSalle Street City: Chicago State: IL Zip: 60697

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

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

4. Application number(s) or registration number(s): A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,346,347; 2,347,996

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Renee L. Mitchell, Esq. Internal Address: Ryley Carlock & Applewhite Suite 1200

Street Address: One North Central Avenue City: Phoenix State: AZ Zip: 85004-4417

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

W. David Thompson BYRNE Name of Person Signing

Signature

19 DEC 2002 Date

03/11/2003 01 FC:8522 02 FC:8522

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

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

**COLLATERAL ASSIGNMENT OF REGISTRATIONS OF MARKS**

*Whereas*, SPECTRUM ASTRO, INC., a Nevada corporation with an address and principal place of business at 1440 North Fiesta Boulevard, Gilbert, Arizona 85223 ("Assignor"), has adopted, used and is the owner of and is using in its business the following marks which are registered in the United States Patent and Trademark Office (the "Marks"): (a) Registration No. 2346347, Serial No. 75377572, first registered May 2, 2000; and (b) Registration No. 2347996, Serial No. 75377725, first registered May 9, 2000; and

*Whereas*, BANK OF AMERICA, N.A. a national banking association with an address at Agency Management, Mail Code IL1-231-08-30, 231 South LaSalle Street, Chicago, Illinois 60697 ("Assignee"), as Administrative Agent for the Lenders from time to time parties to an Amended and Restated Credit Agreement and a Construction Loan Agreement (Syndication) both dated as of October 31, 2002 (the "Agreements"), requires this Collateral Assignment;

*Now, Therefore*, for valuable consideration, receipt of which is acknowledged, and to secure all present and future Obligations of Assignor which are described in the Agreements, Assignor hereby collaterally assigns and grants to Assignee security interests in all Marks, together with all goodwill of the business symbolized by each of the Marks and the above-identified registrations thereof; *provided that*, at such time as no commitment to advance funds to Assignor remains under either of the Agreements, and no Obligation described in either of the Agreements remains unpaid or unsatisfied, then this Collateral Assignment shall be void and of no further force nor effect.

SPECTRUM ASTRO, INC.

By W. David Thompson  
W. David Thompson, President

STATE OF ARIZONA            )  
  ) ss.  
County of Maricopa            )

The foregoing instrument was acknowledged before me this 19th day of December, 2002, by W. David Thompson, the President of SPECTRUM ASTRO, INC., a Nevada corporation, on behalf the of corporation.

Janet Reynolds  
Notary Public

My Commission Expires:

