

04-23-2003

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner

102427780

Attached original documents or copy thereof.

1. Name of conveying party(ies):

A L SYSTEMS, INC.

11-18-02

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

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

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other _____

- Association
- Limited Partnership

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

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

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)

2,070,183 2,084,261 2,345,116

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

MT Smith 4/18/03
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 6TOM11 00000163 2070183

01 FC:85E1

40.00 DP

02 F:85E2

50.00 DP

TRADEMARK

REEL: 002716 FRAME: 0526

**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

WHEREAS, AIL SYSTEMS INC., a Delaware 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

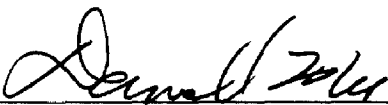
WHEREAS, Company is willing to grant to Secured Party for the ratable benefit of the Credit Parties (as such term is defined in the Patent and Trademark Agreement) the security interest in and lien on the trademarks described above.

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

AIL SYSTEMS INC.

By: 
Name: Darrell L. Reed
Title: Treasurer

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

On the 7th 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

