

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ANALYTICAL GRAPHICS, INC.		01/21/2005	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

<b>Name:</b>	MANUFACTURERS AND TRADERS TRUST COMPANY
<b>Street Address:</b>	601 Dresher Road
<b>City:</b>	Horsham
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	19044
<b>Entity Type:</b>	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	1753678	ANALYTICAL GRAPHICS
Registration Number:	2190735	CAT
Registration Number:	2183150	CLOSE APPROACH TOOL
Registration Number:	2214101	CLOSE APPROACH TOOL (CAT)
Registration Number:	2251126	HPOP
Registration Number:	2255466	LOP
Serial Number:	75397857	MILSPACE
Serial Number:	78437619	NTK
Serial Number:	78437636	NAVIGATION TOOL KIT
Registration Number:	2225704	NAVIGATOR
Registration Number:	2236646	PODS
Registration Number:	2405706	PODS 2000
Registration Number:	2244063	SATELLITE TOOL KIT
Registration Number:	2323113	STK

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Serial Number:	75527641	STK 3D
Registration Number:	1738121	STK SATELLITE TOOL KIT
Registration Number:	2470247	STK/ASTROGATOR
Registration Number:	2265615	STK/CONNECT
Registration Number:	2343273	STK/DIS
Registration Number:	2343271	STK/GIS
Serial Number:	78299522	STK/OD
Registration Number:	2343275	STK/PL

**CORRESPONDENCE DATA**

Fax Number: (215)851-1420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 215-241-7988  
Email: mfeehery@reedsmith.com  
Correspondent Name: Maryellen Feehery  
Address Line 1: 1650 Market Street  
Address Line 2: 2500 One Liberty Place  
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Maryellen Feehery
Signature:	/Maryellen Feehery/
Date:	02/08/2005

**Total Attachments: 5**  
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NOTICE OF  
SECURITY INTEREST IN U.S. TRADEMARKS


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ANALYTICAL GRAPHICS, INC., a Pennsylvania corporation (“the Borrower”) with principal offices at 220 Valley Creek Blvd., Exton, Pennsylvania 19341, hereby assigns and grants to MANUFACTURERS AND TRADERS TRUST COMPANY (the “Secured Party”) with offices at 601 Dresher Road, Horsham, Pennsylvania 19044, a security interest in all of the Borrower’s right, title and interest in and to the trademarks, trademark registrations and trademark applications (the “Trademarks”) set forth on Schedule A attached, in each case together with (i) all proceeds of the Trademarks and, (ii) all causes of action, whether arising prior to, on or after the date hereof, for infringement of any of the Trademarks or unfair competition regarding the same.

THIS NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS (this “Notice”), effective January 21, 2005 is made to secure the satisfactory performance and payment of all the Obligations of the Borrower, subject to the terms and conditions of the Security Agreement and the Intellectual Property Security Agreement each dated January 21, 2005 and each made by the Borrower and the Secured Party (as amended, restated, modified and/or supplemented from time to time, the “Security Agreements”).

This Notice has been granted in conjunction with the security interest granted to the Secured Party under the Security Agreements. The rights and remedies of the Secured Party with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreements, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Notice are deemed to conflict with the Security Agreements, the provisions of the Security Agreements shall govern.

IN WITNESS WHEREOF, the undersigned has executed this Notice this 21<sup>st</sup> day of January, 2005.

ANALYTICAL GRAPHICS, INC.

By:   
Name: Paul L. Grazzani  
Title: President

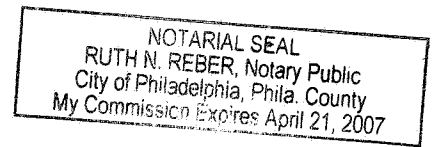
COMMONWEALTH OF PENNSYLVANIA

ss.:

COUNTY OF PHILADELPHIA

On this 21<sup>st</sup> day of January, 2005, before me personally came Paul L. Graziani who, being by me duly sworn, did state as follows: that he is President of Analytical Graphics, Inc., a Pennsylvania corporation, that he is authorized to execute the foregoing Notice of Security Interest in U.S. Trademarks on behalf of said corporation and that he did so by authority of the board of directors of said corporation.

Ruth N. Reber  
Notary Public



## Analytical Graphics, Inc. Trademark Status as of October 13, 2004

Mark	Status	Owner	Registration No.	Serial No.	Due Date
ANALYTICAL GRAPHICS AND DESIGN	Registered - 2/23/1993	Analytical Graphics, Inc.	1,753,678	74/228,033	10 Year Renewal Due 2/23/2013
CAT	Registered - 9/22/1998; Sections 8 & 15 Combined Declaration of Use and Incontestability Affidavits filed 7/13/2004	Analytical Graphics, Inc.	2,190,735	75/325,463	10 Year Renewal Due between 9/22/2007 - 9/22/2008
CLOSE APPROACH TOOL	Registered - 8/18/1998 (Supplemental Register); Section 8 Declaration of Use filed 7/13/2004	Analytical Graphics, Inc.	2,183,150	75/325,464	10 Year Renewal Due between 8/18/2007 - 8/18/2008
CLOSE APPROACH TOOL (CAT)	No longer in use - abandon per client instructions of 6/25/2004	Analytical Graphics, Inc.	2,214,101	75/325,465	
HPOP	Registered - 6/8/1999	Analytical Graphics, Inc.	2,251,126	75/409,856	Sections 8 & 15 Affidavits due between 6/8/2004 - 6/8/2005
LOP	Registered - 6/22/1999 Abandoned - Per client's request 7/3/2000	Analytical Graphics, Inc.	2,255,466	75/471,151	Sections 8 & 15 Affidavits due between 6/22/2004 - 6/22/2005
MILSPACE		Analytical Graphics, Inc.	N/A	75/397,857	N/A
NTK	Application filed 6/18/2004	Analytical Graphics, Inc.	N/A	78/437,619	N/A
NAVIGATION TOOL KIT	Application filed 6/18/2004	Analytical Graphics, Inc.	N/A	78/437,636	N/A

## Analytical Graphics, Inc. Trademark Status as of October 13, 2004

Mark	Status	Owner	Registration No.	Serial No.	Due Date
NAVIGATOR	Registered - 2/23/1999	Analytical Graphics, Inc.	2,225,704	75/409,859	Sections 8 & 15 Affidavits due between 2/23/2004- 2/23/2005
PODS	Registered - 4/6/1999	Analytical Graphics, Inc.	2,236,646	75/409,858	Sections 8 & 15 Affidavits due between 4/6/2004- 4/6/2005
PODS 2000	Registered - 11/21/2000	Analytical Graphics, Inc.	2,405,706	75/749,571	Sections 8 & 15 Affidavits due between 11/21/2005- 11/21/2006
SATELLITE TOOL KIT	Registered - 5/4/1999 (Supplemental Register)	Analytical Graphics, Inc.	2,244,063	75/485,702	Section 8 Affidavit due between 5/4/2004- 5/4/2005
STK	Registered - 2/29/2000	Analytical Graphics, Inc.	2,323,113	75/485,703	Section 8 & 15 Affidavits due between 2/29/2005- 2/29/2006
STK 3D	Abandoned - Per client's request 7/19/2000	Analytical Graphics, Inc.	N/A	75/527,641	N/A
STK SATELLITE TOOL KIT	Registered - 12/8/1992	Analytical Graphics, Inc.	1,738,121	74/228,034	Renewal Due 12/8/2012

## Analytical Graphics, Inc. Trademark Status as of October 13, 2004

Mark	Status	Owner	Registration No.	Serial No.	Due Date
STK/ASTROGATOR	Registered - 7/17/2001	Analytical Graphics, Inc.	2,470,247	75/652,518	Section 8 & 15 Affidavits due between 7/17/2006-7/17/2007
STK/CONNECT	Registered - 7/27/1999	Analytical Graphics, Inc.	2,265,615	75/374,719	Sections 8 & 15 Affidavits due between 7/27/2004-7/27/2005
STK/DIS	Registered - 4/18/2000	Analytical Graphics, Inc.	2,343,273	75/690,858	Sections 8 & 15 Affidavits due between 4/18/2005-4/18/2006
STK/GIS	Registered - 4/18/2000	Analytical Graphics, Inc.	2,343,271	75/690,856	Section 8 & 15 Affidavit due between 4/18/2005-4/18/2006
STK/OD	Registered - 7/20/2004	Analytical Graphics, Inc.	N/A	78/299,522	Sections 8 & 15 Affidavits due between 7/20/2009-7/20/2010
STK/PL	Registered - 4/18/2000	Analytical Graphics, Inc.	2,343,275	75/690,860	Sections 8 & 15 Affidavits due between 4/18/2005-4/18/2006