

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wyle Laboratories, Inc.		01/28/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Administrative Agent		
Street Address:	One Wachovia Center		
Internal Address:	6th Floor		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28288		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	76602694	DICERNO	
Serial Number:	76591759	TRAIN LIKE YOU FLY	
Serial Number:	76591760	TRAIN LIKE YOU FLY	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27650		
NAME OF SUBMITTER:	Charles L. Evans		
Signature:	/Charles L. Evans/		

OP \$90.00 76602694

Date:

03/03/2005

Total Attachments: 5

source=NGSI-T 2nd Lien Wyle Laboratories#page1.tif

source=NGSI-T 2nd Lien Wyle Laboratories#page2.tif

source=NGSI-T 2nd Lien Wyle Laboratories#page3.tif

source=NGSI-T 2nd Lien Wyle Laboratories#page4.tif

source=NGSI-T 2nd Lien Wyle Laboratories#page5.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Second Lien Security Agreement dated as of January 28, 2005 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors"), Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), and Wachovia Bank, National Association, as Control Agent for the Administrative Agent, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
----------------------	------------------------------------	--------------------------

See Schedule A attached hereto.

TRADEMARK APPLICATIONS

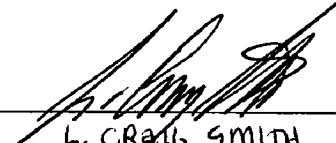
<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
----------------------------------	--	---

See Schedule A attached hereto.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

WYLE LABORATORIES, INC.

By: 
Name: L. CRAIG SMITH
Title: VP - CFO

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

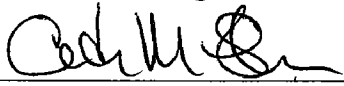
Very truly yours,

WYLE LABORATORIES, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Christian M. Bradeen
Title: Vice President

**Wyle Laboratories, Inc.
(Delaware Corporation)****U.S. Trademarks****Pending Applications**

Mark	Application No.	Filing Date
DICERNO (Stylized Letters)	76602694	7/19/04
TRAIN LIKE YOU FLY (Block Letters)	76591760	5/10/04
TRAIN LIKE YOU FLY (Block Letters)	76591759	5/10/04

