

03-03-2005

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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102952291

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Stratos Aeronautical Limited

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-Country - United Kingdom
☐ Other _____

Citizenship (see guidelines) _____

Execution Date(s) December 31, 2004

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes

☒ No

Name: Royal Bank of Canada

Internal

Address: _____

Street Address: 200 Bay Street, Royal Bank Plaza

City: Toronto

State: Ontario

Country: Canada Zip: M5J 2W7

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____
☒ Other - Collateral Agent Citizenship: _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,604,061

Additional sheet(s) attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Elizabeth A. Nunn/ White & Case LLP

Internal Address: _____

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip: 10036

Phone Number: 212 819-8928

Fax Number: 212 354-8113

Email Address: enunn@whitecase.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 23-1705 (in case of deficiency)
Authorized User Name _____

9. Signature: _____

Signature

Elizabeth A. Nunn

Name of Person Signing

January 11, 2005

Date

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

03/02/2005 DBYRME 00000131 1604061

01 FC:8521

40.00 DP

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Stratos Aeronautical Limited, a company organized under the laws of the United Kingdom (the "Grantor") with principal offices at c/o Stratos Global Corporation, Suite 3600, 40 King Street West, Toronto, Ontario, M5H 3Y2, hereby grants to Royal Bank of Canada, as Agent, with principal offices at 200 Bay Street, Royal Bank Plaza, Toronto, Ontario M5J 2W7 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Guarantee and Debenture among the Grantor and the Grantee, dated as of January 5, 2001 (as amended, modified, restated and/or supplemented from time to time, the "Guarantee").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guarantee. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Guarantee, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guarantee, the provisions of the Guarantee shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

31st day of December, 2004.

STRATOS AERONAUTICAL LIMITED,
as Grantor

By 

Name: *William Holden*

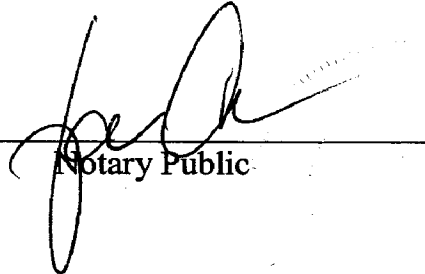
Title: *Treasurer*

ROYAL BANK OF CANADA, as Agent
and Grantee

By 
Name: Ann Hurley
Title: Assistant Manager, Agency

STATE OF)
) ss.:
COUNTY OF)

On this 29th day of December, 2004, before me personally came Ann Hurley
who, being by me duly sworn, did state as follows: that he/she is a Assistant Manager, Agency
of Royal Bank of Canada, that he/she is authorized to execute the foregoing Grant on behalf of
said Corporation and that he/she did so by authority of the Board of Directors of said
Corporation.



Notary Public

Registered Trademarks

SKYPHONE	UNITED STATES	1,604,061	06-26-90