

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

4 243-86

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):

Citicorp USA, Inc., as agent

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

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) September 20, 2006

- Assignment
- Security Agreement
- Other Release of Collateral under Trademark Security Agreement
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Aviall Services, Inc.

Internal

Address:

Street Address: 2750 Regent

City: DFW Airport

State: Texas

Country: USA Zip: 75261

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship Delaware
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)

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: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 365

- 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 232428

Authorized User Name Laura Konrath

9. Signature:

Laura Konrath
Signature

10/18/06
Date

Laura Konrath

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$365.00 232428 1331270

Continuation Item 2

2) Aviall, Inc.
2750 Regent
DFW Airport, TX 75261

Delaware Corp

3) Inventory Locator Service, LLC
3965 Mendenhall Road
Suite 10
Memphis, TN 38115

Delaware LLC

Continuation

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002

**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------------------|-----------|---------------------|-------------------------|------------------------|-----------------------|-------------------------------|------------------------------|--|
| 1 A and Triangle Design | USA | X-2257 | 385037 5/17/82 | 1,331,270 4/16/85 | 37; 39 | | Registered and in effect. | Renewal and Use Section 8 & 9 due 4/16/2005 |
| 2 AIRNET | USA | X-3266 | 74532851 11/18/82 | 1,789,784 8/24/83 | 42 | | Registered and in effect. | Renewal and Section 8 & 9 due 8/24/2003 |
| 3 AVIALL | USA | X-2255 | 384993 5/17/82 | 1,283,792 1/10/84 | 37; 39 | | Registered and in effect. | Renewal due 1/10/2004 |
| AVIALL & DESIGN | India | X-3411-20INDI828499 | 05/18/1994 | | | | Filed and Pending | Status inquiry due on 2/9/03. |
| AVIALL & Design | Australia | X-2258 | 4428834 7/15/85 | 4428834 8/4/88 | 39 | | Registered and in effect. | Renewal 10/29/2003 |
| AVIALL & Design | Zimbabwe | X-2258 | 83782 11/22/82 | 83782 8/24/83 | 37; 12 | | Registered and in effect. | Use Requirement due on 11/22/06; renewal due on 11/22/2012. |
| AVIALL & Design | Australia | X-2258 | A383172 10/29/82 | A383172 3/13/85 | 37 | | Registered and in effect. | Renewal due 10/29/2003 |
| AVIALL & Design | Benelux | X-2258 | 653948 11/16/82 | 387944 9/27/83 | | | Registered and in effect. | Use Requirement letter due on 2/3/07; Renewal due on 11/16/2012. |
| AVIALL & Design | Canada | X-2258 | 559382 3/18/88 | 328684 8/12/87 | | | Registered and in effect. | Use Requirement letter 8/3/04; Renewal due 8/12/2017 |

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**AviAll, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|--------------------------------|-------------|----------|-------------------------|------------------------|-----------------------|-------------------------------|--|---|
| AVIALL & Design | New Zealand | X-2258 | 144834 11/15/82 | 144834 18/86 | 12 | | Registered and in effect. | Renewal Due 11/15/2003 |
| AVIALL & Design | Singapore | X-2258-1 | 1703/83 04/08/83 | 1703/83 4/8/83 | 12 | | Registered and in effect. | Renewal Due 4/8/2004 |
| AVIALL & Design | Singapore | X-2258-5 | S/8-153/91 8/30/91 | 8163/91 7/28/2001 | 42 | | Registered and in effect; received official filing receipts. | Use requirement letter to client due on 7/25/2005 |
| AVIALL & Design | Sri Lanka | X-2258 | 45950 4/28/83 | 45950 5/24/86 | 37 | | Registered and in effect. | Renewal Due 4/28/2003 |
| AVIALL & Design | Sri Lanka | X-2258 | 45948 4/28/83 | 45948 12/9/87 | 42 | | Registered and in effect. | Renewal Due 4/28/2003 |
| AVIALL & Design | Sri Lanka | X-2258 | 45949 4/28/83 | 45948 6/17/85 | 39 | | Registered and in effect. | Renewal Due 4/28/2003 |
| AVIALL & Design | Sri Lanka | X-2258 | 46313 11/17/82 | 45313 4/8/87 | 12 | | Registered and in effect. | Awaiting certificate of renewal on 4/3/2003. |
| AVIALL & Design | Switzerland | X-2258 | 6637 11/17/82 | 324,799 9/27/83 | 12 | | Registered and in effect. | Use Requirement letter to client due on 11/17/2005. |
| AVIALL & Design | USA | X-2258 | 385017 5/17/82 | 1,263,793 1/10/84 | 41 | | Registered and in effect. | Renewal and Use Section 8 & 9 due 1/10/2004 |
| AVIALL & Design | W. Germany | X-2258 | A36284/37WZ 10/29/82 | 1089616 3/24/85 | 17 | | Registered and in effect. | Renewal due on 10/31/2012. |
| AVIALL Design & Triangle | USA | X-2258 | 355055 5/17/82 | 1,334,688 5/7/85 | | | Registered and in effect. | Renewal and Use Section 8 & 9 due 5/7/2005 |
| AVIALL Logo (New) | Argentina | X-3411-2 | 1920910 5/20/94 | 1651095 11/20/97 | 39 | | Registered and in effect. | Renewal due 11/20/2007 |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------|----------------------|------------|--------------------------|------------------------|--|-------------------------------|---------------------------------------|--|
| AVIALL Logo (New) | Spain | X-3411-2 | 1904180 5/20/94 | 1904180 6/3/95 | 39 | | Registered and in effect. | Renewal due 5/20/2004 |
| AVIALL Logo (New) | Sweden | X-3411 | 94-05319 5/18/94 | 304061 8/1/95 | 37; 42 | | Registered and in effect. | Renewal due 8/1/2005 |
| AVIALL Logo (New) | Switzerland | X-3411 | 3365/1884.2 5/19/1994 | 423849 6/2/96 | 37; 42 | | Registered and in effect. | Renewal due 5/19/2004 |
| AVIALL Logo (New) | United Arab Emirates | X-3411-2 | 11881 8/12/95 | 10604 6/15/97 | 42 | | Registered and in effect. | Renewal due 8/12/2005 |
| AVIALL Logo (New) | USA | X-3411 | 74461719 1/22/93 | 2,000,188 9/10/96 | 37; 37; 41 | | Registered and in effect. | Renewal due on 09/10/2006. |
| AVIALL Logo (New) | W. Germany | X-3411 | A 58 98857WZ | 2911155 8/18/85 | 37; 42 | | Registered and in effect. | Use requirement letter due on 8/8/2002; Renewal due 5/31/2004 |
| AVIALL and DESIGN | Germany | X-2258-G | 9/17/82 | 1028/1882 1069616 | 37 | | Renewed and Registered and in effect. | Renewal due on 10/31/2002. |
| AVIX | USA | X-2494 | 74385173 4/28/83 | 1,906,351 7/18/95 | Class 9 - batteries, emergency locator transmitter battery packs and cockpit headsets. | | TRADEMARK - Registered and in effect. | Renewal due 7/18/2005 |
| ILS & Design | Australia | X-3481 | 632488 8/17/84 | 632469 6/16/98 | 42 | | Registered and in effect. | Renewal Due on 6/17/2004. |
| ILS & Design | Australia | X-3481-DIV | 678790 11/22/85 | 678790 3/18/97 | 42 | | Registered and in effect. | Sent Use requirement letter to client due on 3/18/2003; Renewal Due 8/17/2004. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|-----------------|-----------------|-----------|--------------------------------|--------------------------|---|-------------------------------|------------------------------|---|
| ILS & Design | Taiwan | X-3481-2 | 83042592 5/24/84 | 75485 4/16/95 | 11: Computer leasing services, data processing services, computer program designing services, computer maintenance and repairing services. | | Registered and in effect. | Renewal Due 4/15/2005. |
| ILS & Design | USA | X-3414 | 605035 6/19/86 | 1428877 2/10/87 | 42 | | Registered and in Effect. | Renewal Due on 2/10/2007. |
| ILS & Design | USA | X-3481 | 74475956 12/29/1993 | 2025826 12/24/1996 | 42 | | Registered and in effect. | Renewal Due on 12/24/2006. |
| ILS & Design | West Germany | X-3414/15 | J 28 208/42 WZ 7/13/82 | 2 042 833 8/18/83 | 42 | | Registered and in effect. | Renewed; Renewal Due Date 07/31/12. |
| ILS & Design | West Germany | X-3481 | J31026/42WZ 8/15/84 | 2090675 1/31/1985 | 42 | | Registered and in effect. | Renewal Due on 6/30/2004. |
| ILS BIDQUEST | Australia | X-4227 | 883188 7/20/01 | 883189 7/20/01 | 35 | | Registered | Renewal due on 7/20/2011. |
| ILS BIDQUEST | Belgium | X-4227 | 0894064 7/31/01 | 713317 12/02/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/05. |
| ILS BIDQUEST | Canada | X-4227 | 111118 7/30/01 | | 42 | | Filed and Pending. | Follow up on 04/09/2003. |
| ILS BIDQUEST | Denmark | X-4227 | VA 2001 02878 07/31/2001 | VR 2002 00035 1/30/02 | 35 | | Registered and in effect. | Use requirement 1/3/08; Renewal Due 1/3/2012. |
| ILS BIDQUEST | France | X-4227 | 013114278 | 013114278 07/30/2001 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005; Renewal Due 7/29/2011 |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|----------------|----------|--------------------------------|---|-----------------------|---|------------------------------|---|
| ILS BIDQUEST | South Korea | X-4227 | 41 2001 14804 7/31/01 | 35 | | | Filed and Pending. | Response to Examiner due on 3/28/03. |
| ILS BIDQUEST | Taiwan | X-4227 | 90032189 8/2/01 | 42 | | | Filed & Pending | Awaiting receipt of registration. |
| ILS BIDQUEST | USA | X-4227 | 76204407 2/2/01 | 42 | | | Registered and in effect | Section 8 & 15 due on 1/22/2008 |
| ILS PURCHASE ONLINE | Australia | X-4247 | 883239 7/20/01 | 42 | | | Registered | Renewal due on 7/20/2011. |
| ILS PURCHASE ONLINE | Belgium | X-4247 | 0984085 7/23/01 | 35 | | | Registered and in effect. | Use requirement letter to client due on 7/23/05. |
| ILS PURCHASE ONLINE | Canada | X-4247 | 1111119 7/30/01 | 42: On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | | Filed & Pending. | Published; Awaiting certificate of registration. |
| ILS PURCHASE ONLINE | Denmark | X-4247 | VR 2002 02861 07/31/2001 | VR 2002 00132 01/10/2002 | 35 | | Registered and in effect. | Use requirement 1/10/06; Renewal Due 1/10/12. |
| ILS PURCHASE ONLINE | France | X-4247 | 013114274 07/30/2001 | 013114274 07/30/2001 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005. |
| ILS PURCHASE ONLINE | Germany | X-4247 | 301 44 088.9 7/23/2001 | 301 44 088 9 5/14/02 | 35 | Providing an e-commerce platform in the Internet (on-line-marketplace) for buyers and sellers of aircraft and ship parts | Registered and in effect. | Renewal due on 7/31/2011. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|----------------|----------|-----------------------------|---------------------------|---|--|------------------------------|--|
| ILS PURCHASE ONLINE | South Korea | X-4247 | 41 2001 14007 7/31/01 | | 35 | | Filed & Pending | Response to the Examiner due on 3/26/03. |
| ILS PURCHASE ONLINE | Taiwan | X-4247 | 90032187 6/3/01 | 177618 2/16/2003 | 42; On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | Registered. | Use Requirement letter to client due on 2/16/2005; renewal due on 2/15/2013. |
| ILS PURCHASE ONLINE | USA | X-4247 | 76204697 2/2/01 | 2534099 1/26/02 | 42 | | Registered and in effect. | Section 8 & 15 due on 1/29/2008. |
| ILSMART.COM | Australia | X-4248 | 683236 7/20/01 | 663238 7/20/01 | 42 | | Registered | Renewal due on 7/20/2011. |
| ILSMART.COM | Benelux | X-4248 | 0984082 7/23/01 | 713315 12/02/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/2005. |
| ILSMART.COM | Canada | X-4248 | 111121 7/30/01 | | 42; Online-marketplace for matching buyers and sellers of aircraft and ship parts. | | Published | Awaiting Notice of Publication. |
| ILSMART.COM | France | X-4248 | 01 311 4281 07/30/2001 | 01 311 4281 07/30/2001 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005. |
| ILSMART.COM | Germany | X-4248 | 301 44 060.2 7/23/2001 | 301 44 066.2 5/14/2002 | 35 | Providing an e-commerce platform in the internet (on-line-marketplace) for buyers and sellers of aircraft and ship parts. | Registered and in effect. | Renewal due on 7/31/2011. |

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018

**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|-----------|----------|--------------------------------|-----------------------------|---|---|------------------------------|--|
| ILSMART.COM | Taiwan | X-4248 | 90032190 8/3/01 | 176878 02/01/2003 | 42 | On-line marketplace for matching buyers and sellers of aircraft and ship parts. | Registered and in effect. | Use requirement letter to client due on 02/01/05. |
| ILSMART.COM | USA | X-4248 | 76/204415 2/2/01 | 2531866 01/23/2002 | 42 | | Registered and in effect. | Section 8 & 15 due on 1/22/2008. |
| ILSMART.COM (word) | Denmark | X-4248 | 07/31/2001 | VR 2002 00131 01/10/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 1/10/06. |
| ILSMART.COM (word) | Hong Kong | X-4248 | 2001 11664 7/20/2001 | 14858 2002 11/18/2002 | 35 | | Registered and in effect. | Use Requirement letter to client due on 11/18/05. |
| ILSMART.COM and DEVICE | Norway | X-4249 | 2001 10483 8/30/2001 | 215 108 7/11/2002 | 42 | Electronic trade of aircraft and ship parts, on the Internet and other electronic networks | Registered and in effect. | Use requirement letter to client due on 7/11/2006 |
| ILSMART.COM and Design | Australia | X-4249 | 883235 7/20/01 | 883235 7/20/01 | 42 | | Registered | Renewal due on 7/20/2011. |
| ILSMART.COM and Design | Belux | X-4248 | 0894063 7/23/01 | 713316 12/02/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/2005. |
| ILSMART.COM and Design | Canada | X-4248 | 1111120 7/30/01 | | 42. On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | Published | Awaiting Notice of Publication. |
| ILSMART.COM and Design | Denmark | X-4249 | VA 2001 02882 07/31/2001 | VR 2002 00133 01/10/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 1/10/06. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|-------------|----------|-------------------------------|---------------------------|---|--|---------------------------|--|
| ILSMART.COM and Design | France | X-4249 | 07/30/2001 | 07/30/2001 013114276 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005. |
| ILSMART.COM and Design | Germany | X-4249 | 301 44 087.0 July 23, 2001 | 301 44 067.0 5/14/2002 | 35 | Providing an e-commerce platform in the Internet (on-line-marketplace) for buyers and sellers of aircraft and ship parts | Registered and in effect. | Renewal Due on 7/31/2011. |
| ILSMART.COM and Design | Greece | X-4249 | 146808 8/2/01 | | 42 | | Filed and Pending. | Awaiting Certificate of Registration. |
| ILSMART.COM and Design | Mexico | X-4249 | 7/26/2001 498,347 | | 42 | | Filed and Pending. | Status Inquiry due on 7/13/2003. |
| ILSMART.COM and Design | New Zealand | X-4249 | 642007 7/20/01 | 642007 2/2/01 | 35 | | Registered and in effect. | Use requirement letter to client on 2/2/2005. |
| ILSMART.COM and Design | Singapore | X-4249 | T01 11463B 7/30/01 | | 42 | | Filed and Pending. | Status Inquiry sent on 2/26/03. |
| ILSMART.COM and Design | South Korea | X-4249 | 41 2001 14806 7/31/2001 | | 35 | | Filed and Pending. | Status inquiry due 04/23/2003. |
| ILSMART.COM and Design | Taiwan | X-4249 | 90032188 8/3/2001 | 177820 2/16/2003 | 42; On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | Registered | Use requirement letter to client due on 2/18/2006; renewal due on 2/15/03. |
| ILSMART.COM and Design | USA | X-4249 | 76/204408 2/2/01 | 2534097 01/29/2002 | 42 | | Registered and in effect. | Section 8 & 15 due on 01/28/2008. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------------|------------------|----------|-------------------------|------------------------|-----------------------|-------------------------------|------------------------------|--|
| LSMART.COM and design | Great Britain | X-4249 | 2275960 7/23/2001 | 2275960 10/11/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 10/1/03. |
| LSMART.COM and design | Hong Kong | X-4249 | 2001 11855 7/20/01 | | 35 | | Filed & Pending | Status inquiry due on 6/1/2003. |
| LSMART.COM and design | Japan | X-4249 | 072772001 | 4595411 08/18/2002 | 35 | | Registered and in effect | Use requirement letter to client due on 8/18/2004. |
| INVENTORY LOCATOR SERVICE | USA | X-3416 | 74043_958 3/30/92 | 1,653,333 4/14/02 | 42 | | Registered and in effect. | Renewal Due on 4/14/2012. |
| VAN DUSEN | Australia | X-2811 | 353327 11/14/80 | A353327 4/23/2001 | 9 | | Registered and in effect. | Use requirement letter to client due on 4/23/2003. |
| VAN DUSEN | Canada | X-2811 | 327834 11/18/69 | 193616 8/31/73 | | | Registered and in effect | Renewal due 8/13/2003 |
| VAN DUSEN | France | X-2811-1 | 93 484072 8/17/83 | 93 484072 9/17/83 | 2, 6; 7 | | Registered and in effect. | Renewal due 9/16/2003 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197474 6/10/83 | 2 | | Registered and in effect | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197475 6/10/83 | 8 | | Registered and in effect | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197476 6/10/83 | 7 | | Registered and in effect | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197477 6/10/83 | 9 | | Registered and in effect | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197478 6/10/83 | 12 | | Registered and in effect | Renewal due 6/10/2004 |

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**RELEASE OF COLLATERAL UNDER
TRADEMARK SECURITY AGREEMENT**

THIS RELEASE OF COLLATERAL UNDER TRADEMARK SECURITY AGREEMENT (the "**Agreement**") is executed as of September 12, 2006, by Aviall Services, Inc., Aviall, Inc. and Inventory Locator Service, LLC (collectively "**Debtors**"), and Citicorp USA, Inc. (in its capacity as administrative agent) ("**Secured Party**").

RECITALS

A. Debtors, Secured Party and certain lenders then or thereafter party thereto are parties to a Credit Agreement dated as of December 21, 2001, which was amended and restated on January 11, 2002 and again on June 30, 2003 (as amended, modified, supplemented, or restated from time to time, the "**Credit Agreement**");

B. In connection with the Credit Agreement, a Pledge and Security Agreement (as amended, modified, supplemented, or restated from time to time, the "**Security Agreement**") was entered into among Debtors and Secured Party whereby Debtors granted to Secured Party a security interest in certain assets of Debtors to secure the obligations under the Credit Agreement;

C. In connection with the Security Agreement, Debtors and Secured Party also entered into a Trademark Security Agreement dated as of December 21, 2001 and confirmed on June 30, 2003 (the "**Trademark Security Agreement**"), which was recorded on Reel/Frame Number No. 2424/0701 with the United States Patent and Trademark Office; and

D. At Debtors' request and in connection with the payoff of the obligations under the Credit Agreement, Secured Party has agreed to release the security interest in all of the Trademark Collateral, as that term is defined in the Trademark Security Agreement including without limitation all of the trademarks listed in attached Exhibit A, since all of the Secured Obligations have been fully and indefeasibly paid.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

SECTION 1. Defined Terms. Capitalized terms used and not otherwise defined herein shall have the same meanings as set forth in the Credit Agreement. Terms used herein which are defined in the UCC, unless otherwise defined herein or in the Credit Agreement, shall have their meanings as set forth in the UCC.

SECTION 2. Release. The Trademark Security Agreement and the security interest granted therein are hereby terminated. Secured Party hereby releases its security interest in and to all of the Trademark Collateral, and Secured Party does hereby reassign, convey, transfer and release unto Debtors, their successors, assigns and legal representatives, any and all of Secured Party's right, title and interest in and to the Trademark Collateral.

SECTION 3. Counterparts. This Agreement may be executed by parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

[Remainder of page intentionally left blank. Signature pages follow.]

IN WITNESS WHEREOF, Debtors and Secured Party have duly executed this Agreement as of the day and year first written above.

AVIALL SERVICES, INC., as Debtor

By: [Signature]
Name: [Signature]
Title: [Signature]

AVIALL, INC., as Debtor

By: [Signature]
Name: [Signature]
Title: [Signature]

**INVENTORY LOCATOR SERVICE, LLC,
as Debtor**

By: [Signature]
Name: [Signature]
Title: [Signature]

**CITICORP USA, INC.,
as Secured Party**

By: [Signature]
Name: [Signature]
Title: [Signature]

IN WITNESS WHEREOF, Debtors and Secured Party have duly executed this Agreement as of the day and year first written above.

AVIALL SERVICES, INC., as Debtor

By: _____
Name: _____
Title: _____

AVIALL, INC., as Debtor

By: _____
Name: _____
Title: _____

**INVENTORY LOCATOR SERVICE, LLC,
as Debtor**

By: _____
Name: _____
Title: _____

**CITICORP USA, INC.,
as Secured Party**


By:  _____
Name: **MILES D. McMANUS**
Title: **Vice President and Director**

Exhibit A

[see attached]

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KIRKLAND & ELLIS H5

002

**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Data Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------------|-----------|---------------------|-------------------------|------------------------|-----------------------|-------------------------------|---------------------------|--|
| 1 A and Triangle Design | USA | X-2257 | 385037 5/17/82 | 1,331,270 4/16/85 | 37; 39 | | Registered and in effect. | Renewal and Use Section 8 & 9 due 4/16/2005 |
| 2 AIRNET | USA | X-3266 | 74/332851 11/19/92 | 1,789,784 8/24/83 | 42 | | Registered and in effect. | Renewal and Section 8 & 9 due 8/24/2003 |
| 3 AVIALL | USA | X-2255 | 364983 5/17/82 | 1,283,782 1/10/84 | 37; 39 | | Registered and in effect. | Renewal due 1/10/2004 |
| AVIALL & DESIGN | India | X-3411-20INDI828489 | 08/19/1994 | | | | Filed and Pending | Status Inquiry due on 2/9/03. |
| AVIALL & Design | Australia | X-2256 | A423934 7/15/85 | A423934 8/6/88 | 39 | | Registered and in effect. | Renewal 10/29/2003 |
| AVIALL & Design | Zimbabwe | X-2258 | 837/82 11/23/82 | 837/82 8/24/83 | 37; 12 | | Registered and in effect. | Use Requirement due on 1/22/06; renewal due on 1/22/2012. |
| AVIALL & Design | Australia | X-2256 | A383172 10/28/82 | A383172 3/13/86 | 37 | | Registered and in effect. | Renewal due 10/29/2003 |
| AVIALL & Design | Benelux | X-2258 | 653948 11/16/82 | 387944 8/27/83 | | | Registered and in effect. | Use Requirement letter due on 2/3/07; Renewal due on 11/16/2012. |
| AVIALL & Design | Canada | X-2256 | 558382 3/19/88 | 328684 6/12/87 | | | Registered and in effect. | Use Requirement letter 8/3/04; Renewal due 8/12/2017 |

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KIRKLAND & ELLIS HS

003

**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|--------------------|---------------|----------|-------------------------|-------------------------|-----------------------|-------------------------------|--------------------------|---|
| AVIALL & Design | Chile | X-2258 | 13498 2/21/83 | 407035 12/1/83 | | | Registered and in effect | Renewal due 5/26/2003 |
| AVIALL & Design | France | X-2258 | 846598 11/17/82 | 1,218,116 11/16/2002 | 37; 39 | | Registered and in effect | Renewal Due on 11/16/2012. |
| AVIALL & Design | Great Britain | X-2258 | 1185351 11/15/82 | 1,185351 8/16/84 | 12 | | Registered and in effect | Renewal due 11/15/2003 |
| AVIALL & Design | Great Britain | X-2258 | 808/83 1201286 | 1201286 7/17/85 | 7 | | Registered and in effect | Renewal due 8/8/2004 |
| AVIALL & Design | Greece | X-2258 | 73388 11/17/82 | 73388 8/17/84 | | | Registered and in effect | Use Requirement letter to the client due on 11/17/2006. |
| AVIALL & Design | Hong Kong | X-2258 | 3289 11/18/81 | 150582 11/18/81 | 12 | | Registered and in effect | Use Requirement letter to the client due on 11/22/2006. |
| AVIALL & Design | Indonesia | X-2258 | 11/18/82 | 192597 7/19/86 | 12 | | Registered and in effect | Renewal due 9/20/2004 |
| AVIALL & Design | Italy | X-2258 | 35545C/82 11/18/82 | 413,516 3/10/86 | 12; 37 | | Registered and in effect | Awaiting certificate of renewal on 4/11/2003. |
| AVIALL & Design | Kenya | X-2258 | 30887 3/4/83 | 30887 8/16/83 | 12 | | Registered and in effect | Renewal due 3/4/2004 |
| AVIALL & Design | Malaya | X-2258 | 89384 4/7/83 | M19384 6/23/86 | 12 | | Registered and in effect | Renewal Due 4/7/2004 |
| AVIALL & Design | Mexico | X-2258 | 208768 11/17/82 | 288225 5/28/83 | 12; 23 | | Registered and in effect | Awaiting certificate of renewal 6/11/2003. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------------|-------------|----------|-------------------------|------------------------|-----------------------|-------------------------------|--|---|
| AVIALL & Design | New Zealand | X-2258 | 144834 11/15/82 | 144834 1/8/86 | 12 | | Registered and in effect. | Renewal Due 11/15/2003 |
| AVIALL & Design | Singapore | X-2258-1 | 1703/83 04/08/83 | 1703/83 4/8/83 | 12 | | Registered and in effect | Renewal Due 4/8/2004 |
| AVIALL & Design | Singapore | X-2258-5 | S/8153/91 8/30/81 | 8153/91 7/28/2001 | 42 | | Registered and in effect; received official filing receipts. | Use requirement letter to client due on 7/28/2005 |
| AVIALL & Design | Sri Lanka | X-2258 | 45950 4/28/83 | 45950 5/24/88 | 37 | | Registered and in effect. | Renewal Due 4/28/2003 |
| AVIALL & Design | Sri Lanka | X-2258 | 45948 4/28/83 | 45948 12/9/87 | 42 | | Registered and in effect. | Renewal Due 4/28/2003 |
| AVIALL & Design | Sri Lanka | X-2258 | 45949 4/28/83 | 45949 9/17/85 | 39 | | Registered and in effect. | Renewal Due 4/28/2003 |
| AVIALL & Design | Sri Lanka | X-2258 | 45313 11/17/82 | 45313 4/8/87 | 12 | | Registered and in effect. | Awaiting certificate of renewal on 4/3/2003. |
| AVIALL & Design | Switzerland | X-2258 | 6537 11/17/82 | 324,799 9/27/83 | 12 | | Registered and in effect | Use Requirement letter to client due on 11/17/2006. |
| 4 AVIALL & Design | USA | X-2258 | 365017 5/17/82 | 1,263,793 1/10/84 | 41 | | Registered and in effect. | Renewal and Use Section 8 & 9 due 1/10/2004 |
| AVIALL & Design | W. Germany | X-2258 | A90284/37WZ 10/28/82 | 1089616 3/24/86 | 17 | | Registered and in effect. | Renewal due on 10/31/2012. |
| 5 AVIALL Design & Triangle | USA | X-2258 | 355055 5/17/82 | 1,334,888 5/7/85 | | | Registered and in effect. | Renewal and Use Section 8 & 9 due 5/7/2005 |
| AVIALL Logo (New) | Argentina | X-3411-2 | 1920810 5/20/84 | 1651095 11/20/87 | 39 | | Registered and in effect. | Renewal due 11/20/2007 |

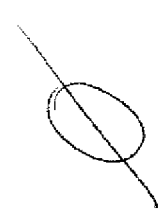
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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------|-----------|----------|-------------------------|------------------------|-----------------------|-------------------------------|---------------------------|---|
| AVIALL Logo (New) | Australia | X-3411-2 | A630186 5/18/94 | A630186 11/2/00 | 42 | | Registered and in effect. | Use requirement letter to client due on 05/02/2003. |
| AVIALL Logo (New) | Brazil | X-3411-2 | 817876502 5/23/1994 | 817876502 10/15/96 | 40.15 | | Registered and in effect. | Renewal due 10/15/2006 |
| AVIALL Logo (New) | Chile | X-3411-2 | 274656 5/19/94 | 483712 7/5/96 | 39 | | Registered and in effect. | Renewal due 7/5/2008 |
| AVIALL Logo (New) | Colombia | X-3411-2 | 021373 5/20/94 | 168063 9/28/94 | 42 | | Registered and in effect. | Renewal due 9/28/2004 |
| AVIALL Logo (New) | Hong Kong | X-3411-2 | 8405658 5/19/94 | 5584/1997 11/17/00 | 42 | | Registered and in effect. | Use Requirement letter to client due on 11/17/2004; Renewal due 11/29/2014 |
| AVIALL Logo (New) | India | X-3411-2 | 628489 5/19/94 | | 18 | | Filed & Pending | Status inquiry sent on 2/14/2003. |
| AVIALL Logo (New) | Ireland | X-3411-2 | 943069 5/19/94 | 202562 1/9/98 | | | Registered and in effect. | Use requirement letter to client due on 1/9/2003; Renewal due 8/30/2005. |
| AVIALL Logo (New) | Kuwait | X-3411-2 | 31848 8/6/95 | 29468 5/11/99 | 39 | | Registered and in effect. | Use requirement letter to client due 5/11/2004; Renewal due 8/6/2005 |
| AVIALL Logo (New) | Mexico | X-3411-2 | 188809 5/20/94 | 491201 3/9/96 | 42 | | Registered and in effect. | Renewal due 5/20/2004 |



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**AviAll, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------|--------------|----------|-------------------------|--------------------------|-----------------------|-------------------------------|---------------------------|---|
| AVIALL Logo (New) | New Zealand | X-3411-2 | 237028 5/18/94 | 237028 10/17/00 | 42 | | Registered and in effect. | Use requirement letter to client due on 10/17/2004; Renewal due 11/22/2014 |
| AVIALL Logo (New) | Philippines | X-3411-2 | 93991 7/19/1994 | 04 1994 95989 7/12/00 | 42 | | Registered and in effect. | Use requirement letter to client due on 7/12/2004; Renewal due 7/12/2020 |
| AVIALL Logo (New) | Saudi Arabia | X-3411-1 | 25161 5/28/94 | 38381 5/28/94 | 37 | | Registered and in effect. | Renewal due 2/7/2004 |
| AVIALL Logo (New) | Saudi Arabia | X-3411-2 | 25162 5/28/94 | 38392 5/28/94 | 42 | | Registered and in effect. | Renewal due 2/7/2004 |
| AVIALL Logo (New) | Singapore | X-3411-3 | S/11477/97 9/19/97 | T97114771 2/17/00 | 39 | | Registered and in effect. | Use requirement letter to client due on 2/17/2004; Renewal due 9/19/2007 |
| AVIALL Logo (New) | South Africa | X-3411-1 | 94/5078 5/19/94 | 94/5076 12/19/98 | 37 | | Registered and in effect. | Renewal due 5/19/2004 |
| AVIALL Logo (New) | South Africa | X-3411-2 | 94/5077 5/19/94 | 94/5077 5/19/94 | | | Registered and in effect. | Renewal due 5/19/2004 |
| AVIALL Logo (New) | South Korea | X-3411-1 | 94-4038 5/20/94 | 28673 5/20/94 | | | Registered and in effect. | Renewal due 9/21/2005 |
| AVIALL Logo (New) | South Korea | X-3411-2 | 94-4039 5/20/1994 | 29988 9/2/95 | 112 | | Registered and in effect. | Renewal due 1/11/2006 |
| AVIALL Logo (New) | Sri Lanka | X-3411-1 | 70528 6/3/94 | 70528 11/28/96 | 37 | | Registered and in effect. | Renewal due 6/3/2004 |
| AVIALL Logo (New) | Sri Lanka | X-3411-2 | 70525 6/3/94 | 70525 11/28/96 | 42 | | Registered and in effect. | Renewal due 6/3/2004 |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Data Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------|-------------|----------|------------------------------|---------------------------|-----------------------|-------------------------------|--|--|
| AVIALL Logo (New) | Venezuela | X-3411-1 | 7214-84 6/3/94 | S003003 1/5/96 | 37 | | Registered and in effect; official filing receipts received. | Renewal due 1/5/2006 |
| AVIALL Logo (New) | Venezuela | X-3411-2 | 7215-94 6/3/94 | S003004 1/5/96 | 42 | | Registered and in effect; official filing receipts received. | Renewal due 1/5/2006 |
| AVIALL Logo (New) | Australia | X-3411-1 | A630185 5/18/94 | A830185 11/2/00 | 37 | | Registered and in effect. | Use requirement letter to client due on 05/02/2003. |
| AVIALL Logo (New) | Benelux | X-3411 | 827323 5/18/94 | 551783 2/1/95 | 37, 42 | | Registered and in effect. | Renewal due 5/19/2004 |
| AVIALL Logo (New) | Brazil | X-3411-1 | 817876499 8/23/94 | 817876499 10/15/98 | 43 | | Registered and in effect. | Renewal due 10/15/2005 |
| AVIALL Logo (New) | Canada | X-3411 | 754653 5/18/94 | TMA464060 10/15/97 | | | Registered and in effect. | Use requirement letter due on 10/15/2005. |
| AVIALL Logo (New) | Chile | X-3411-1 | 274855 5/18/1994 | 438445 1/27/95 | 37 | | Registered and in effect. | Renewal due 1/27/2005 |
| AVIALL Logo (New) | China (PRC) | X-3411 | 94045127 5/21/94 | 817906 2/20/96 | 37 | | Registered and in effect. | Renewal due 2/19/2006 |
| AVIALL Logo (New) | Colombia | X-3411-1 | 021374 5/20/94 | 164845 9/28/94 | 37 | | Registered and in effect. | Renewal due 9/28/2004 |
| AVIALL Logo (New) | Denmark | X-3411 | VA 03.618 1984 5/20/94 | VR 05.258 1994 9/16/94 | 37, 42 | | Registered and in effect. | Use requirement letter due on 9/16/02; Renewal due 9/16/2004 |
| AVIALL Logo (New) | Egypt | X-3411-1 | 90977 5/18/1984 | 90977 4/10/96 | 37 | | Registered and in effect. | Send Use requirement letter to client due on 4/02/2003. |



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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------|---------------|----------|----------------------------------|------------------------|-----------------------|-------------------------------|---------------------------|---|
| AVIALL Logo (New) | Egypt | X-3411-2 | 90878 5/18/94 | 90501 6/6/98 | 42 | | Registered and in effect. | Renewal due 5/18/2004 |
| AVIALL Logo (New) | France | X-3411 | 94/521385 5/24/94 | 94/521365 5/24/94 | 37 | | Registered and in effect. | Renewal due 5/23/2004 |
| AVIALL Logo (New) | Great Britain | X-3411-2 | 1572591 5/19/94 | 1572591 10/18/2000 | 39 | | Registered and in effect. | Use requirement letter to client due on 10/19/2004; Renewal due 11/22/2010. |
| AVIALL Logo (New) | Greece | X-3411 | 119275 5/23/1994 | 119275 6/19/97 | 37 | | Registered and in effect. | Renewal due 5/23/2004 |
| AVIALL Logo (New) | India | X-3411-1 | 828498 5/19/94 | | 12 | | Filed & Pending | Status inquiry sent on 2/14/2003. |
| AVIALL Logo (New) | Indonesia | X-3411-1 | H4.HC-01-01.895346816 5/20/94 | 10/4/95 | 37 | | Registered and in effect. | Renewal due 1/27/2004 |
| AVIALL Logo (New) | Indonesia | X-3411-2 | H4.HC-01-01.895341851 5/20/94 | 8/22/95 | 42 | | Registered and in effect. | Renewal due 1/27/2004 |
| AVIALL Logo (New) | Italy | X-3411 | RM94C/002257 5/20/1994 | 688202 10/7/98 | 37; 42 | | Registered and in effect. | Renewal due 5/20/2004 |
| AVIALL Logo (New) | Malaysia | X-3411 | 97/19773 12/1/97 | | | 39 | Filed and Pending | Status inquiry due on 04/28/2003. |
| AVIALL Logo (New) | Mexico | X-3411-1 | 199610 5/20/1994 | 486716 9/26/95 | 37 | | Registered and in effect. | Renewal due 5/20/2004 |
| AVIALL Logo (New) | Peru | X-3411-1 | 242642 5/20/94 | 002592 8/19/94 | 37 | | Registered and in effect. | Renewal due 8/19/2004 |
| AVIALL Logo (New) | Peru | X-3411-2 | 242643 5/20/94 | 002911 10/24/94 | 42 | | Registered and in effect. | Renewal due 10/24/2004 |



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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|----------------------|----------------------|------------|--------------------------|------------------------|--|-------------------------------|---------------------------------------|--|
| AVIALL Logo (New) | Spain | X-3411-2 | 1904180 5/20/94 | 1904180 6/5/95 | 38 | | Registered and in effect. | Renewal due 5/20/2004 |
| AVIALL Logo (New) | Sweden | X-3411 | 94-05319 5/19/94 | 304061 8/11/95 | 37; 42 | | Registered and in effect. | Renewal due 8/11/2005 |
| AVIALL Logo (New) | Switzerland | X-3411 | 3365/1884.2 5/19/1894 | 423849 6/21/96 | 37; 42 | | Registered and in effect. | Renewal due 5/19/2004 |
| AVIALL Logo (New) | United Arab Emirates | X-3411-2 | 11881 6/12/95 | 10604 6/15/97 | 42 | | Registered and in effect. | Renewal due 6/12/2005 |
| AVIALL Logo (New) | USA | X-3411 | 74/481719 11/22/93 | 2,000,188 9/10/96 | 37; 37; 41 | | Registered and in effect. | Renewal due on 08/10/2008. |
| AVIALL Logo (New) | W.Germany | X-3411 | A 58 988/37WZ | 2911155 8/16/95 | 37; 42 | | Registered and in effect. | Use requirement letter due on 8/28/2002; Renewal due 5/31/2004 |
| AVIALL and DESIGN | Germany | X-2258-G | 9/17/82 | 1029/1882 1089616 | 37 | | Renewed and Registered and in effect. | Renewal due on 10/31/2002. |
| AVIX | USA | X-2484 | 74/385173 4/28/93 | 1,906,351 7/18/95 | Class 9 - batteries, emergency locator transmitter battery packs and cockpit headsets. | | TRADEMARK - Registered and in effect. | Renewal due 7/18/2005 |
| ILS & Design | Australia | X-3481 | 632488 6/17/94 | 632469 6/18/98 | 42 | | Registered and in effect. | Renewal Due on 6/17/2004. |
| ILS & Design | Australia | X-3481-DIV | 678790 11/22/95 | 678790 3/18/97 | 42 | | Registered and in effect. | Sent Use requirement letter to client due on 3/16/2003; Renewal Due 6/17/2004. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|--------------|---------------|-----------|------------------------------|---------------------------------|-----------------------|-------------------------------|---------------------------|--|
| ILS & Design | Benelux | X-3481 | 828979 8/16/94 | 554555 4/3/95 | 42 | | Registered and in effect. | Sent Use requirement letter to client on 5/22/03; Renewal Due on 6/16/2004. |
| ILS & Design | Canada | X-3414 | 602767 3/16/88 | 350562 1/27/88 | 42 | | Registered and in Effect. | Renewal Due on 1/27/2004. |
| ILS & Design | Canada | X-3481 | 757579 8/15/94 | 449133 10/20/85 | 42 | | Registered and in effect. | Renewal Due on 10/20/2010. |
| ILS & Design | Cyprus | X-3481 | 40505 8/23/84 | 40505 8/23/01 | 42 | | Registered and in effect. | Use requirement letter to client due on 8/23/2005; Renewal Due on 8/23/2015. |
| ILS & Design | Denmark | X-3481 | VA-04-472 1994 6/27/94 | VR 06-882 1894 10/14/1994 | 42 | | Registered and in effect. | Use requirement letter to client due on 10/14/2003; Renewal Due on 10/14/2004. |
| ILS & Design | France | X-3481 | 94525827 6/22/94 | 94525827 6/22/84 | 42 | | Registered and in effect. | Sent use requirement letter to client on 5/22/2003; Renewal Due on 6/22/2004. |
| ILS & Design | Great Britain | X-3414/15 | 1336746 3/17/88 | 1336746 9/19/1995 | 42 | | Registered and in effect. | Renewal Due on 3/17/2005. |
| ILS & Design | Great Britain | X-3481 | 1575912 6/16/94 | 1575912 12/8/00 | 42 | | Registered and in effect. | Use requirement letter to client due on 12/8/2004; Renewal Due on 12/29/2010. |

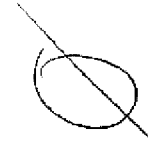
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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|--------------|-------------|----------|-------------------------|-------------------------|---|-------------------------------|---------------------------|--|
| ILS & Design | Greece | X-3481 | 119764 6/29/1994 | 119764 2/17/97 | 42 | | Registered and in effect. | Renewal Due on 6/29/2004. |
| ILS & Design | Hong Kong | X-3481 | 94 06721 6/20/94 | 7184/1998 12/22/2000 | 42 | | Registered and in effect. | Use requirement letter to client due on 12/22/2004; Renewal Due on 12/28/2014. |
| ILS & Design | Japan | X-3481 | 63330/1994 6/24/1994 | 84176063 9/7/1998 | 42 | | Registered and in effect. | Use requirement letter to client due on 9/7/2003; Renewal Due on 9/7/2009 |
| ILS & Design | Mexico | X-3481 | 202882 6/23/1994 | 510540 11/27/1995 | 42 | | Registered and in effect. | Renewal Due 6/23/2004. |
| ILS & Design | New Zealand | X-3481 | 238043 6/17/1994 | 238043 9/19/00 | 42 | | Registered and in effect. | Use requirement letter to client due on 9/19/2004; Renewal Due 12/29/2014. |
| ILS & Design | Norway | X-3481 | 943829 6/29/94 | 168567 6/22/95 | 42 | | Registered and in effect. | Renewal Due 6/22/2005. |
| ILS & Design | Singapore | X-3481 | 5109/94 6/21/94 | 5109/94 12/29/93 | 42 | | Registered and in effect. | Renewal Due 12/29/2003. |
| ILS & Design | South Korea | X-3481 | 94-4658 6/17/94 | 39578 2/13/1996 | 42 | | Registered and in effect. | Renewal Due 2/13/2006. |
| ILS & Design | Taiwan | X-3481-1 | 63042591 6/24/94 | 74450 2/16/95 | 1: Information and data services by means of computer software | | Registered and in effect. | Use requirement letter to client due on 2/14/2004; Renewal Due 2/15/2006. |



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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|-----------------|-----------------|-----------|--------------------------------|-------------------------|---|-------------------------------|------------------------------|---|
| ILS & Design | Taiwan | X-3481-2 | 83042582 6/24/84 | 75485 4/16/95 | 11: Computer leasing services, data processing services, computer program designing services, computer maintenance and repairing services. | | Registered and in effect. | Renewal Due 4/15/2005. |
| ILS & Design | USA | X-3414 | 605035 6/19/86 | 1428877 2/10/87 | 42 | | Registered and in Effect. | Renewal Due on 2/10/2007. |
| ILS & Design | USA | X-3481 | 74475986 12/29/1983 | 2025826 12/24/1996 | 42 | | Registered and in effect. | Renewal Due on 12/24/2006. |
| ILS & Design | West Germany | X-3414/15 | J 28 208/42 WZ 7/13/82 | 2 042 633 8/18/83 | 42 | | Registered and in effect. | Renewed; Renewal Due Date 07/31/12. |
| ILS & Design | West Germany | X-3481 | J31026/42WZ 6/15/84 | 2090575 1/31/1985 | 42 | | Registered and in effect. | Renewal Due on 6/30/2004. |
| ILS BIDQUEST | Australia | X-4227 | 883189 7/20/01 | 883189 7/20/01 | 35 | | Registered | Renewal due on 7/20/2011. |
| ILS BIDQUEST | Belux | X-4227 | 0394084 7/31/01 | 713317 12/02/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/05. |
| ILS BIDQUEST | Canada | X-4227 | 111118 7/30/01 | | 42 | | Filed and Pending. | Follow up on 04/09/2003. |
| ILS BIDQUEST | Denmark | X-4227 | VA 2001 02878 07/31/2001 | VR 2002 00035 1/3/02 | 35 | | Registered and in effect. | Use requirement 1/3/05; Renewal Due 1/3/2012. |
| ILS BIDQUEST | France | X-4227 | 013114278 | 013114278 07/30/2001 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005; Renewal Due 7/29/2011 |

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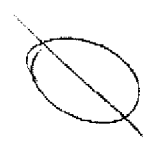
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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|-----------------|---------------|----------|---------------------------|-------------------------|-----------------------|---|---------------------------|---|
| ILS BIDQUEST | Germany | X-4227 | 301 44 085.4 7/23/2001 | 301 44 085 5/14/02 | 35 | Providing an e-commerce platform in the internet (on-line marketplace) for buyers and sellers of aircraft and ship parts | Registered and in effect | Renewal due on 7/31/2001 |
| ILS BIDQUEST | Great Britain | X-4227 | 2275936 7/23/2001 | 2275938 10/04/02 | 35 | | Registered and in effect. | Use Requirement letter to client due on 10/04/2006. |
| ILS BIDQUEST | Greece | X-4227 | 148510 8/2/01 | | 42 | | Filed and Pending. | Awaiting receipt of certificate of registration. |
| ILS BIDQUEST | Hong Kong | X-4227 | 2003 01202 1/23/2003 | | 35 | On-line sale of aircraft and ship parts services. | Filed and Pending. | Status inquiry due on 9/24/03. |
| ILS BIDQUEST | Mexico | X-4227 | 7/26/2001 498,345 | | 35 | | Filed and Pending. | Status inquiry due on 7/13/2003. |
| ILS BIDQUEST | New Zealand | X-4227 | 642005 7/20/01 | 642005 2/20/01 | 35 | | Registered and in effect. | Use Requirement Due on 2/2/2005. |
| ILS BIDQUEST | Norway | X-4227 | 2001 10480 8/30/2001 | 215 110 7/11/2002 | | Electronic trade of aircraft and ship parts, on the internet and other electronic networks | Registered and in effect. | Use requirement letter to client due on 7/11/2006 |
| ILS BIDQUEST | Singapore | X-4227 | 730/2001 10/11/14651 | 730/2001 10/11/14651 | | 42: Providing access to a computer data base in the field of aircraft parts inventory information and location and in the field of parts for ships. | Registered. | Use requirement letter due on 7/30/2005. |



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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|----------------|----------|--------------------------------|---|-----------------------|---|------------------------------|---|
| ILS BIDQUEST | South Korea | X-4227 | 41 2001 14804 7/31/01 | 35 | | | Filed and Pending. | Response to Examiner due on 3/28/03. |
| ILS BIDQUEST | Taiwan | X-4227 | 90032189 6/20/01 | 42 | | | Filed & Pending | Awaiting receipt of registration. |
| ILS BIDQUEST | USA | X-4227 | 76204407 2/20/01 | 2531865 1/22/02 | 42 | | Registered and in effect | Section 8& 15 due on 1/22/2008 |
| ILS PURCHASE ONLINE | Australia | X-4247 | 863239 7/20/01 | 863239 7/20/01 | 42 | | Registered | Renewal due on 7/20/2011. |
| ILS PURCHASE ONLINE | Belux | X-4247 | 0894065 7/23/01 | 713378 12/2/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/05. |
| ILS PURCHASE ONLINE | Canada | X-4247 | 1111119 7/30/01 | 42: On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | | Filed & Pending. | Published; Awaiting certificate of registration. |
| ILS PURCHASE ONLINE | Denmark | X-4247 | VR 2002 02881 07/31/2001 | VR 2002 00132 01/10/2002 | 35 | | Registered and in effect. | Use requirement 1/10/03; Renewal Due 1/10/12. |
| ILS PURCHASE ONLINE | France | X-4247 | 013114274 07/30/2001 | 013114274 07/30/2001 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005. |
| ILS PURCHASE ONLINE | Germany | X-4247 | 301 44 068.9 7/23/2001 | 301 44 088.9 5/14/02 | 35 | Providing an e-commerce platform in the Internet (on-line-marketplace) for buyers and sellers of aircraft and ship parts | Registered and in effect. | Renewal due on 7/31/2011. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|------------------|----------|-------------------------|------------------------|-----------------------|--|------------------------------|---|
| ILS PURCHASE ONLINE | Great Britain | X-4247 | 2275958 7/23/2001 | 2275859 | 35 | | Registered and in effect | Use Requirement letter to client due on 2/14/2007. Renewal due on 7/23/2011 |
| ILS PURCHASE ONLINE | Greece | X-4247 | 146807 8/2/01 | | 42 | | Filed & Pending | Awaiting Certificate of Registration. |
| ILS PURCHASE ONLINE | Hong Kong | X-4247 | 2001 11652 7/20/01 | | 35 | Agency services on the online selling of aircraft and ship parts; online buyer to supplier matching services relating to aircraft and ship parts; all included in Class 35. | Filed & Pending | Response due on 8/30/03 |
| ILS PURCHASE ONLINE | Mexico | X-4247 | 7/25/2001 498,345 | 769,843 | 35 | | Registered and in effect | Use requirement letter to client on 2/2/2005. |
| ILS PURCHASE ONLINE | New Zealand | X-4247 | 642008 7/20/01 | 642008 2/2/01 | 35 | | Registered and in effect | Use requirement letter to client due on 7/11/2006. |
| ILS PURCHASE ONLINE | Norway | X-4247 | 2001 10481 8/30/2001 | 215 107 7/11/2002 | | Electronic trade of aircraft and ship parts, on the internet and other electronic networks | Registered and in effect. | Use requirement letter to client due on 7/11/2006. |
| ILS PURCHASE ONLINE | Singapore | X-4247 | TO1 114620 7/30/01 | | 42 | | Published | Published on 3/28/03; Awaiting Certificate of Registration. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|----------------|----------|----------------------------|-------------------------|---|---|------------------------------|--|
| ILS PURCHASE ONLINE | South Korea | X-4247 | 412001 14607 7/31/01 | | 35 | | Filed & Pending | Response to the Examiner due on 3/28/03. |
| ILS PURCHASE ONLINE | Taiwan | X-4247 | 90032187 8/3/01 | 177818 2/18/2003 | 42; On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | Registered. | Use Requirement letter to client due on 2/16/2005; renewal due on 2/15/2013. |
| ILS PURCHASE ONLINE | USA | X-4247 | 76204687 2/2/01 | 2534099 1/28/02 | 42 | | Registered and in effect. | Section 8 & 15 due on 1/29/2008. |
| ILSMART.COM | Australia | X-4248 | 883236 7/30/01 | 883236 7/20/01 | 42 | | Registered | Renewal due on 7/20/2011. |
| ILSMART.COM | Benelux | X-4248 | 0984062 7/23/01 | 713315 12/02/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/2005. |
| ILSMART.COM | Canada | X-4248 | 1111121 7/30/01 | | 42; Online-marketplace for matching buyers and sellers of aircraft and ship parts. | | Published | Awaiting Notice of Publication. |
| ILSMART.COM | France | X-4248 | 013114281 07/30/2001 | 013114281 07/30/2001 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005. |
| ILSMART.COM | Germany | X-4248 | 30144066.2 7/23/2001 | 30144066.2 5/14/2002 | 35 | Providing an e-commerce platform in the internet (on-line-marketplace) for buyers and sellers of aircraft and ship parts | Registered and in effect. | Renewal due on 7/31/2011. |

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REEL: 003412 FRAME: 0248

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|-------------|---------------|----------|-----------------------------|------------------------|-----------------------|---|---------------------------|--|
| ILSMART.COM | Great Britain | X-4248 | 2275962 7/23/2001 | 2275962 10/04/2002 | 35 | | Registered and in effect. | Use Requirement letter to client due 10/04/06. |
| ILSMART.COM | Greece | X-4248 | 148609 8/2/01 | | 42 | | Filed and Pending. | Awaiting Certificate of Registration. |
| ILSMART.COM | Japan | X-4248 | 8835/2001 07/21/2001 | 4595410 8/16/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 8/16/2004. |
| ILSMART.COM | Mexico | X-4248 | 7/26/2001 498,346 | | 42 | | Filed and Pending. | Status inquiry due on 7/13/2003. |
| ILSMART.COM | New Zealand | X-4248 | 642005 7/20/01 | 642008 2/2/2001 | 35 | | Registered and in effect. | Use Requirement letter to client Due on 2/2/2005. |
| ILSMART.COM | Norway | X-4248 | 2001 10482 8/30/2001 | 215 108 7/11/2002 | | Electronic trade of aircraft and ship parts, on the internet and other electronic networks | Registered and in effect. | Use requirement letter to client due on 7/11/2006. |
| ILSMART.COM | Singapore | X-4248 | T01 11464J 7/30/01 | T01 11464J 7/30/01 | | 42: Providing access to a computer data base in the field of aircraft parts inventory information and location and in the field of parts for ships. | Registered | Renewal due on July 30, 2011. |
| ILSMART.COM | South Korea | X-4248 | 41 2001 14805 7/31/01 | | 35 | | Filed and Pending. | Status inquiry due on 04/23/2003. |



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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------|-----------|----------|--------------------------------|-----------------------------|---|--|---------------------------|---|
| ILSMART.COM | Taiwan | X-4248 | 80032180 8/3/01 | 178878 02/10/2003 | 42 | On-line marketplace for matching buyers and sellers of aircraft and ship parts. | Registered and in effect. | Use requirement letter to the client due on 02/01/05. |
| ILSMART.COM | USA | X-4248 | 76/204415 2/2/01 | 2531865 01/22/2002 | 42 | | Registered and in effect. | Section 8 & 15 due on 1/22/2008. |
| ILSMART.COM (word) | Denmark | X-4248 | 07/31/2001 | VR 2002 00131 01/10/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 1/10/06. |
| ILSMART.COM (word) | Hong Kong | X-4248 | 2001 11854 7/20/2001 | 14858 2002 11/18/2002 | 35 | | Registered and in effect. | Use Requirement letter to client due on 11/18/06. |
| ILSMART.COM and DEVICE | Norway | X-4248 | 2001 10483 8/30/2001 | 215 109 7/11/2002 | 42 | Electronic trade of aircraft and ship parts, on the internet and other electronic networks | Registered and in effect. | Use requirement letter to client due on 7/11/2006 |
| ILSMART.COM and Design | Australia | X-4249 | 883235 7/20/01 | 883235 7/20/01 | 42 | | Registered | Renewal due on 7/20/2011. |
| ILSMART.COM and Design | Benelux | X-4249 | 0884063 7/23/01 | 713316 12/02/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 7/23/2005. |
| ILSMART.COM and Design | Canada | X-4249 | 111120 7/30/01 | | 42: On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | Published | Awaiting Notice of Publication. |
| ILSMART.COM and Design | Denmark | X-4249 | VA 2001 02882 07/31/2001 | VR 2002 00133 01/10/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 1/10/06. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amaned Goods and Services | Status | Next Action Due |
|---------------------------|-------------|----------|-------------------------------|---------------------------|---|--|---------------------------|--|
| ILSMART.COM and Design | France | X-4249 | 07/30/2001 | 07/30/2001 01/31/2002 | | | Registered and in effect. | Use Requirement Letter to the client on 7/30/2005. |
| ILSMART.COM and Design | Germany | X-4249 | 301 44 087 0 July 23, 2001 | 301 44 087 0 5/14/2002 | 35 | Providing an e-commerce platform in the internet (on-line-marketplace) for buyers and sellers of aircraft and ship parts | Registered and in effect. | Renewal Due on 7/31/2011. |
| ILSMART.COM and Design | Greece | X-4249 | 146808 8/2/01 | | 42 | | Filed and Pending. | Awaiting Certificate of Registration. |
| ILSMART.COM and Design | Mexico | X-4249 | 7/26/2001 496,347 | | 42 | | Filed and Pending. | Status inquiry due on 7/13/2003. |
| ILSMART.COM and Design | New Zealand | X-4249 | 642007 7/26/01 | 642007 2/2/01 | 35 | | Registered and in effect. | Use requirement letter to client on 2/2/2005. |
| ILSMART.COM and Design | Singapore | X-4249 | T01 11463B 7/30/01 | | 42 | | Filed and Pending. | Status inquiry sent on 2/26/03. |
| ILSMART.COM and Design | South Korea | X-4249 | 41 2001 14906 7/31/2001 | | 35 | | Filed and Pending. | Status inquiry due 04/23/2003. |
| ILSMART.COM and Design | Taiwan | X-4249 | 80032188 8/5/2001 | 177820 2/16/2003 | 42: On-line marketplace for matching buyers and sellers of aircraft and ship parts. | | Registered | Use requirement letter to client due on 2/16/2006; renewal due on 2/15/03. |
| ILSMART.COM and Design | USA | X-4249 | 76/204408 2/2/01 | 2534097 01/29/2002 | 42 | | Registered and in effect. | Section 8 & 15 due on 01/29/2008. |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|---------------------------------|---------------|----------|-------------------------|------------------------|-----------------------|-------------------------------|---------------------------|--|
| ILSMART.COM and design | Great Britain | X-4249 | 2275960 7/23/2001 | 2275960 10/11/2002 | 35 | | Registered and in effect. | Use requirement letter to client due on 10/1/03. |
| ILSMART.COM and design | Hong Kong | X-4249 | 2001 11855 7/20/01 | | 35 | | Filed & Pending | Status Inquiry due on 6/11/2003. |
| ILSMART.COM and design | Japan | X-4249 | 0727/2001 | 4595411 08/18/2002 | 35 | | Registered and in effect | Use requirement letter to client due on 8/18/2004. |
| INVENTORY LOCATOR SERVICE | USA | X-3416 | 74/043,958 3/30/92 | 1,963,333 4/14/02 | 42 | | Registered and in effect. | Renewal Due on 4/14/2012. |
| VAN DUSEN | Australia | X-2811 | 353327 11/14/80 | A353327 4/23/2001 | 9 | | Registered and in effect. | Use requirement letter to client due on 4/23/2003. |
| VAN DUSEN | Canada | X-2811 | 327834 11/18/69 | 193616 8/31/73 | | | Registered and in effect. | Renewal due 8/31/2003 |
| VAN DUSEN | France | X-2811-1 | 93 484072 8/17/93 | 93 484072 8/17/83 | 2, 6; 7 | | Registered and in effect. | Renewal due 9/16/2003 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197474 6/10/83 | 2 | | Registered and in effect. | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197475 6/10/83 | 6 | | Registered and in effect. | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197476 6/10/83 | 7 | | Registered and in effect. | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197477 6/10/83 | 9 | | Registered and in effect. | Renewal due 6/10/2004 |
| VAN DUSEN | Great Britain | X-2811 | N/A 6/10/83 | 1197478 6/10/83 | 12 | | Registered and in effect. | Renewal due 6/10/2004 |

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**Aviall, Inc. and Inventory Locator Service, LLC
Trademarks (as of June 20, 2003)**

| Trademark | Country | Case No. | App. No./ Date Filed | Reg. No./ Reg. Date | Goods and Services | Amended Goods and Services | Status | Next Action Due |
|-----------|------------|----------|-------------------------|------------------------|-----------------------|-------------------------------|---------------------------|---|
| VAN DUSEN | Sweden | X-2811 | 83-3892 8/20/83 | 192574 8/24/84 | 2; 6 | | Registered and in Effect. | Use Requirement letter to client due 8/24/03. |
| VAN DUSEN | W. Germany | X-2811 | YN4184-1 8/20/75 | 946204 10/25/85 | 7; 8 | | Registered and in effect. | Renewal due 8/31/2005 |