

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
Armor Holdings, Inc.		05/25/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2590789	ARMOR HOLDINGS
Registration Number:	2590791	
Registration Number:	2590792	ARMOR HOLDINGS
Registration Number:	2590793	ARMOR HOLDINGS
Registration Number:	2593882	
Registration Number:	2600381	ARMOR HOLDINGS
Registration Number:	2653350	
Registration Number:	2653351	
Registration Number:	2653352	ARMOR HOLDINGS
Registration Number:	2669859	L.E.V.A.
Registration Number:	2676285	ARMOR HOLDINGS
Registration Number:	2692037	
Registration Number:	2893309	DIRECT IMPACT

OP \$365.00 2590789

Serial Number:

78621449

SAVING LIVES IS OUR BUSINESS

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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 27560

ATTORNEY DOCKET NUMBER:

512485.1478ARMORHOLDI6EAR

NAME OF SUBMITTER:

Ellen A. Rubel

Signature:

/Ellen A. Rubel/

Date:

10/30/2006

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 25, 2006 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark applications and trademark licenses shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto.

TRADEMARK APPLICATIONS

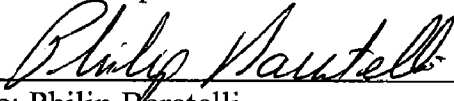
<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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See Schedule 1 attached hereto.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks, trademark applications and trademark licenses (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,

ARMOR HOLDINGS, INC.,
a Delaware corporation

By: 
Name: Philip Paratelli
Title: Vice President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: James Zilisch
Title: Managing Director

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks, trademark applications and trademark licenses (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,

ARMOR HOLDINGS, INC.,
a Delaware corporation

By: _____
Name: Philip Baratelli
Title: Vice President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: James Zillsch
Title: Managing Director

Schedule 1
Armor Holdings, Inc.
(Delaware corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ARMOR HOLDINGS	2590789	7/9/02
Design Only	2590791	7/9/02
ARMOR HOLDINGS and Design	2590792	7/9/02
ARMOR HOLDINGS	2590793	7/9/02
Design Only	2593882	7/16/02
ARMOR HOLDINGS and Design	2600381	7/30/02
Design Only	2653350	11/26/02
Design Only	2653351	11/26/02
ARMOR HOLDINGS and Design	2653352	11/26/02
L.E.V.A.	2669859	12/3/02
ARMOR HOLDINGS	2676285	1/21/03
Design Only	2692037	3/4/03
DIRECT IMPACT	2893309	10/12/04

Pending Application

Mark	Application No.	Filing Date
SAVING LIVES IS OUR BUSINESS	78621449	5/2/05