

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
AAE Acquisition, LLC		07/20/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Plainfield Specialty Holdings II Inc., as Agent
Street Address:	55 Railroad Avenue
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	CORPORATION: DELAWARE

Name:	Plainfield Specialty Holdings II Inc., as Control Agent
Street Address:	55 Railroad Avenue
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77012811	AAE

CORRESPONDENCE DATA

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive

OP \$40.00 77012811

Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	025637.001NTFIRSTAAEJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	08/01/2007

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the First Lien Security and Pledge Agreement dated as of July 20, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors"), Plainfield Specialty Holdings II Inc., as Agent and Plainfield Specialty Holdings II Inc., as Control Agent (collectively, the "Agents") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agents for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	[none]	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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[see attached Schedule A]

The Obligors and the Agents, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AAE ACQUISITION, LLC,
a Delaware limited liability company

By: Everett E. Torrance
Name: EVERETT E. TORRANCE
Title: PRESIDENT

Acknowledged and Accepted:

PLAINFIELD SPECIALTY HOLDINGS II INC., as Agent

By: T-X-T
Name: Thomas X. Finton
Title: Managing Director

PLAINFIELD SPECIALTY HOLDINGS II INC., as Control Agent

By: T-X-T
Name: Thomas X. Finton
Title: Managing Director

Schedule A

**AAE Acquisition, LLC
(Delaware limited liability company)**

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
AAE	77012811	10/3/2006