

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ABX Air, Inc.		12/31/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SunTrust Bank		
Street Address:	303 Peachtree Street, N.E.		
Internal Address:	3rd Floor		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30308		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2910015	ABX AIR	
Registration Number:	2910016	ABX AIR	
Registration Number:	2972322	A	
Registration Number:	1437512	AIRBORNE EXPRESS	
Registration Number:	2283275	AIRBORNE EXPRESS	
Registration Number:	1735312	AIRBORNE EXPRESS LETTER EXPRESS	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	404-881-7000		
Email:	barbara.yates@alston.com		
Correspondent Name:	Scott E. Brient, Esquire		
Address Line 1:	1201 W. Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		

OP \$165.00 2910015

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TRADEMARK
 REEL: 003688 FRAME: 0226

ATTORNEY DOCKET NUMBER:	334911
NAME OF SUBMITTER:	Scott E. Brient
Signature:	/Scott E. Brient/
Date:	01/03/2008
<p>Total Attachments: 4 source=ABX Air Grant of Security Interest in Trademarks _#page1.tif source=ABX Air Grant of Security Interest in Trademarks _#page2.tif source=ABX Air Grant of Security Interest in Trademarks _#page3.tif source=ABX Air Grant of Security Interest in Trademarks _#page4.tif</p>	

GRANT OF SECURITY INTEREST
PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ABX AIR, INC., a Delaware corporation (the "Grantor"), with principal offices at 145 Hunter Drive, Wilmington, Ohio 45177, on this 31st day of December, 2007, hereby assigns and grants to SUNTRUST BANK, as Administrative Agent (the "Grantee") with principal offices at 303 Peachtree Street, NE, 3rd Floor, Atlanta, Georgia 30308, a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations, trademark applications and trademark licenses (the "Marks") set forth on Schedule A attached hereto; (ii) all of the Grantor's right, title and interest in and to the patents, patent applications and patent licenses (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Guarantee and Collateral Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and, (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant"), is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Guarantee and Collateral Agreement, among Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 31, 2007 (as the same may be amended, restated, modified and/or supplemented from time to time, the "Guarantee and Collateral Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guarantee and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Collateral Agreement, 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 and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern. This Grant may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date referenced above.

ABX AIR, INC., as Grantor

By: Quint O. Turner
Name: Quint O. Turner
Title: Chief Financial Officer

SUNTRUST BANK
as Administrative Agent, as Grantee

By: _____
Name: _____
Title: _____

STATE OF Ohio)
) ss.:
COUNTY OF Clinton)

On this 27 day of December before me personally came Quint O. Turner who, being by me duly sworn, did state as follows: that he is the CFO of ABX AIR, INC., that he is authorized to execute the foregoing Grant on behalf of said limited liability company and that he did so by authority of the Board of Directors of said corporation.

W. Joseph Payne
Notary Public

STATE OF GEORGIA)
) ss.:
COUNTY OF FULTON)

On this ____ day of _____, before me personally came _____ who, being by me duly sworn, did state as follows: that he is a _____ of SUNTRUST BANK, that he is authorized to execute the foregoing Grant on behalf of SunTrust Bank and that he did so by authority of SunTrust Bank.

Notary Public

W. JOSEPH PAYNE
Attorney at Law
Notary Public, State of Ohio
My Commission has no expiration date.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date referenced above.

ABX AIR, INC., as Grantor

By: _____
Name: _____
Title: _____

SUNTRUST BANK
as Administrative Agent, as Grantee

By: William H. Crawford
Name: William H. Crawford
Title: Director
SunTrust Bank

STATE OF _____)
) ss.:
COUNTY OF _____)

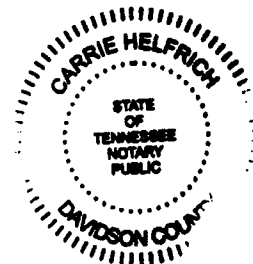
On this ____ day of _____, before me personally came _____ who, being by me duly sworn, did state as follows: that he is the _____ of ABX AIR, INC., that he is authorized to execute the foregoing Grant on behalf of said limited liability company and that he did so by authority of the Board of Directors of said corporation.

Notary Public



STATE OF TENNESSEE)
) ss.:
COUNTY OF DAVIDSON)

On this 28th day of Dec., before me personally came William H. Crawford who, being by me duly sworn, did state as follows: that he is a Director of SUNTRUST BANK, that he is authorized to execute the foregoing Grant on behalf of SunTrust Bank and that he did so by authority of SunTrust Bank.



Carrie Helfrich
Notary Public
Expiration - 1/3/2001



TRADEMARKS

<u>Mark</u>	<u>Reg. Number</u>	<u>Reg. Date</u>
ABX AIR	2910015	December 14, 2004
	2910016	December 14, 2004
	2972322	July 19, 2005

TRADEMARK LICENSES

<u>Mark</u>	<u>Reg. Number</u>	<u>Reg. Date</u>
AIRBORNE EXPRESS	1437512	April 21, 1987
	2,283,275	October 5, 1999
	1735312	November 24, 1992