

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
Phoenix International, Inc.		01/25/2008	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A		
Street Address:	100 S. Charles Street, 3rd Floor		
Internal Address:	Mail Code: MD4-325-03-95		
City:	Baltimore		
State/Country:	MARYLAND		
Postal Code:	21202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2646192	HULLSCAN	
Registration Number:	2404797	SAFETUBE	
Serial Number:	77195005	PHOENIX INTERNATIONAL	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
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:	327000.11083 NGSIT-PHNX		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$90.00 2646192

Signature:

/John E. Slaughter/

Date:

02/20/2008

Total Attachments: 3

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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 and Pledge Agreement dated as of January 25, 2008 (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") and Bank of America, N.A., as Lender (the "Lender"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Lender.

The undersigned Obligor and the Lender 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,

PHOENIX INTERNATIONAL, INC.,
a Virginia corporation

By: 
Name: Michael K. Kutzleb
Title: Chief Executive Officer and President

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By: _____
Name: Mary K. Giermek
Title: Senior Vice President

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Very truly yours,

PHOENIX INTERNATIONAL, INC.,
a Virginia corporation

By: _____
Name: Michael K. Kutzleb
Title: Chief Executive Officer and President

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By: Mary K. Giermek
Name: Mary K. Giermek
Title: Senior Vice President

Schedule 1

**Phoenix International, Inc.
(Virginia Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
HULLSCAN	2646192	11/05/02
SAFETUBE	2404797	11/14/00

Pending Applications

Mark	Application No.	Filing Date
PHOENIX INTERNATIONAL and Design	77195005	05/31/07