

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Phoenix International Holdings, Inc.		01/25/2008	CORPORATION: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A		
<b>Street Address:</b>	100 S. Charles Street, 3rd Floor		
<b>Internal Address:</b>	Mail Code: MD4-325-03-95		
<b>City:</b>	Baltimore		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	21202		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77195005	PHOENIX INTERNATIONAL	
<b>Registration Number:</b>	2646192	HULLSCAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	327000.11083 NGS I PHOENIX		
<b>NAME OF SUBMITTER:</b>	John E. Slaughter		

OP \$65.00 77195005

Signature:

/John E. Slaughter/

Date:

04/23/2008

**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 <sup>January</sup> 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 HOLDINGS, 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 HOLDINGS, 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

Pending Applications

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