

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Airnet Systems, Inc.		06/11/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	Two tower Center Boulevard		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	Financial Institution:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2800019	MISSION CRITICAL	
CORRESPONDENCE DATA			
Fax Number:	(202)408-3141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	800-927-9801 x2348		
Email:	jpaterso@cscinfo.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue, NW Suite 430		
Address Line 2:	Attn: Jean Paterson		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	607569-10		
NAME OF SUBMITTER:	Jean Paterson		
Signature:	/Jean Paterson/		
Date:	06/12/2008		

CH \$40.00 2800019

Total Attachments: 7

source=6-12-08 Airnet Systems#page1.tif

source=6-12-08 Airnet Systems#page2.tif

source=6-12-08 Airnet Systems#page3.tif

source=6-12-08 Airnet Systems#page4.tif

source=6-12-08 Airnet Systems#page5.tif

source=6-12-08 Airnet Systems#page6.tif

source=6-12-08 Airnet Systems#page7.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Tab settings =>=>=>

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
AIRNET SYSTEMS, INC.
 7250 Star Check Drive
 Columbus OH 43217

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **OH**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: **PNC BANK, NATIONAL ASSOCIATION**
 Internal Address: _____
 Street Address: **Two Tower Center Boulevard**
 City: **East Brunswick** State: **NJ** ZIP: **08816**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Financial Institution**

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **June 11, 2008**

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from Assignment)
 Additional Name(s) & address(es) attached? Yes No

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
 See attached Schedule A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
 See attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: _____
 Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 1

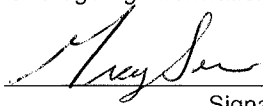
7. Total fee (37 CFR 3.41): \$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Graig Solow, Esq.  **June 11, 2008**
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 7

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, the undersigned grantors ("Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, AirNet Systems, Inc. ("Borrower"), of which Grantor is a wholly-owned subsidiary, is obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to that certain Revolving Credit and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower (the "Credit Agreement"), and Grantor is obligated to the Lenders pursuant to (i) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantor in favor of Agent and (ii) a certain Guaranty, dated the date hereof, made by Grantor in favor of Agent that guaranties the obligations of Borrower under the Credit Agreement (as each may be amended, modified, restated or supplemented from time to time, and together with the Credit Agreement, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[Remainder of Page Intentionally Left Blank]

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
June 10, 2008

AIRNET MANAGEMENT, INC.

By: _____

Name: John Caple

Title: Vice President and Treasurer

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: _____

Name: Michael Picard

Title: Senior Vice President

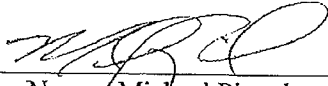
Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
June 10 2008

AIRNET MANAGEMENT, INC.

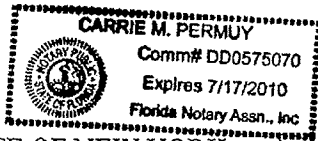
By: _____
Name: John Caple
Title: Vice President and Treasurer

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By:  _____
Name: Michael Picard
Title: Senior Vice President

Florida
STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)
Miami / Dade

On this 10th day of June, 2008, before me personally came John Caple, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Treasurer of AirNet Management, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Carrie M. Permy
Notary Public

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On this ___ day of June, 2008, before me personally came Michael Picard, to me known, who, being by me duly sworn, did depose and say that he is a Senior Vice President of PNC Bank, National Association, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

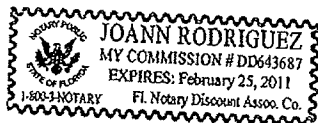
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this ____ day of June, 2008, before me personally came John Caple, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Treasurer of AirNet Management, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF FLORIDA)
 : ss.:
COUNTY OF ORANGE)

On this 10 day of June, 2008, before me personally came Michael Picard, to me known, who, being by me duly sworn, did depose and say that he is a Senior Vice President of PNC Bank, National Association, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



[Handwritten Signature]

Notary Public

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 10, 2008, by and between the Grantor and PNC Bank, National Association, as Agent.

Status	Trademark Name	Application Number	Filing Date	Registration Number	Reg. Date	Next Renewal	Services	Design
Registered	MISSION CRITICAL	76/479,042	27-Dec-2002	2,800,019	30-Dec-2003	30-Dec-2013	Freight forwarding, delivery and cargo services by air in International Class 39	