

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
AAE Acquisition, LLC		12/24/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	500 First Avenue		
Internal Address:	4th Floor		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15219		
Entity Type:	Financial Institution:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3465102	AAE	
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:	843684		
NAME OF SUBMITTER:	Jean Paterson		
Signature:	/Jean Paterson/		

CH \$40.00 3465102

Date:

12/31/2008

Total Attachments: 7

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

AAE Acquisition, LLC
13764 Airline Highway
Baton Rouge, LA 70817

- Individual(s)
 - General Partnership
 - Corporation-State:
 - Other Limited Liability Company- Delaware
- Association
 - Limited Partnership

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: 500 First Avenue, 4th Floor

City: Pittsburgh State: PA ZIP: 15219

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

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

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 24, 2008

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)
See attached Schedule A

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

Additional numbers attached? Yes No

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:

7. Total fee (37 CFR 3.41): \$ _____

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

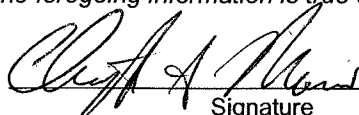
(Attach duplicate copy of this page if paying by deposit account)

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

Christopher A. Manion
Name of Person Signing


Signature

December 29, 2008
Date

Total number of pages including coversheet, attachments and document:

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, AAE Acquisition, LLC, a limited liability company formed under the laws of Delaware, located at 13764 Airline Highway, Baton Rouge, Louisiana 70817 (“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, Grantor is obligated to PNC Bank, National Association (“PNC”) and various other financial institutions (collectively, “Lenders”) and PNC as agent for Lenders (“Agent”) pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Agent, Lenders and Grantor and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, 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.

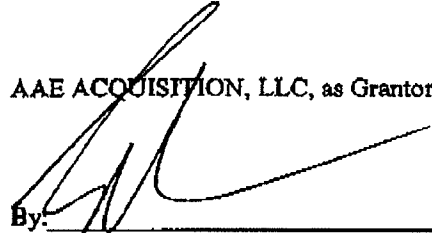
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Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
December 24, 2008

Witness:

AAE ACQUISITION, LLC, as Grantor

By: 

Name: Thomas S. Harbin

Its: Chairman

Witness:

PNC BANK, NATIONAL ASSOCIATION, as Agent

By: _____

Name:

Its:

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

December 24, 2008

Witness:

AAE ACQUISITION, LLC, as Grantor

By: _____

Name: Thomas S. Harbin

Its: Chairman

Witness:

PNC BANK, NATIONAL ASSOCIATION, as Agent

Kent A. Work

By: _____

Name:

Its:



Joe Robinson

Vice President

STATE OF Georgia)
: ss.:

COUNTY OF Fulton)

On this 23 day of December 2008, before me personally came Thomas S. Harbin, to me known, who, being by me duly sworn, did depose and say that s/he is the Chairman of AAE Acquisition, LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the members of said company.

Susan Cheryl Arnold

Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ____ day of December, 2008, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of PNC Bank, National Association, the national banking association described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said national banking association.

Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ____ day of December 2008, before me personally came Thomas S. Harbin, to me known, who, being by me duly sworn, did depose and say that s/he is the Chairman of AAE Acquisition, LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the members of said company.

Notary Public

STATE OF Indiana)

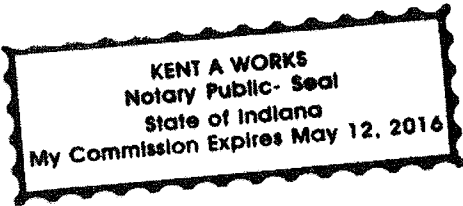
: ss.:

COUNTY OF Hamilton)

On this 23 day of December, 2008, before me personally came Joe Peterson, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of PNC Bank, National Association, the national banking association described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said national banking association.

Kent A Work

Notary Public



SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 24, 2008, by and between AAE Acquisition, LLC ("Grantor") and PNC Bank, National Association, as Agent.

TRADEMARKS

Country	Mark	Registration No.	Registration Date
United States	AAE	3465102	7/15/08