

**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 in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AAE Acquisition, LLC		12/24/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Plainfield Specialty Holdings V Inc., as Agent		
<b>Street Address:</b>	55 Railroad Avenue		
<b>City:</b>	Greenwich		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06830		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3465102	AAE	
<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>	025637.000001 JES		
<b>NAME OF SUBMITTER:</b>	John E. Slaughter		
<b>Signature:</b>	/John E. Slaughter/		

OP \$40.00 3465102

Date:

01/05/2009

**Total Attachments: 4**

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Notwithstanding anything herein to the contrary, the lien and security interest granted to the administrative agent pursuant to this Agreement and the exercise of any right or remedy by the administrative agent hereunder are subject to the provisions of that certain Intercreditor Agreement, dated as of December 24, 2008 as the same may be amended, supplemented, modified or replaced from time to time (the "Intercreditor Agreement") among PNC Bank, National Association, as agent for the PNC Secured Parties (as defined therein), Plainfield Specialty Holdings V Inc., as agent for the Plainfield Secured Parties (as defined therein) and each holder of the Obligations hereunder, by its acceptance hereof, irrevocably agrees to be bound by the provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and this Agreement, the terms of the Intercreditor Agreement shall govern and control.

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Second Lien Security and Pledge Agreement dated as of December 24, 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"), Plainfield Specialty Holdings V Inc., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agents for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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[see attached Schedule A]

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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[none]

The Obligors and the Agent, on behalf of the Lenders, 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,

AAE ACQUISITION, LLC,  
a Delaware limited liability company

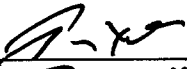
By: 

Name: Thomas S. Harbin

Title: Chairman

Acknowledged and Accepted:

PLAINFIELD SPECIALTY HOLDINGS V INC., as Agent

By:   
Name: Thomas X. Patal  
Title: Managing Director

**Schedule A**

**AAE Acquisition, LLC  
(Delaware limited liability company)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
AAE	3465102	07/15/2008