

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.1

|  |  |                  |                       |
|--|--|------------------|-----------------------|
| SUBMISSION TYPE:   | NEW ASSIGNMENT                                 |                  |                       |
| NATURE OF CONVEYANCE:  | Termination of Security Interest in Trademarks |                  |                       |
| CONVEYING PARTY DATA   |  |                  |                       |
| Name   | Formerly                                       | Execution Date   | Entity Type           |
| Morgan Stanley Senior Funding, Inc.  |  | 04/28/2009       | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA   |  |                  |                       |
| Name:  | DigitalGlobe, Inc.                             |                  |                       |
| Street Address:  | 1601 Dry Creek Drive, Suite 260                |                  |                       |
| City:  | Longmont                                       |                  |                       |
| State/Country:   | COLORADO                                       |                  |                       |
| Postal Code:   | 80503  |                  |                       |
| Entity Type:   | CORPORATION: DELAWARE                          |                  |                       |
| PROPERTY NUMBERS Total: 9  |  |                  |                       |
| Property Type  | Number   | Word Mark        |                       |
| Registration Number:   | 2626153  | AGROWATCH        |                       |
| Registration Number:   | 2264047  | DIGITALGLOBE     |                       |
| Registration Number:   | 2136168  | DIGITALGLOBE     |                       |
| Registration Number:   | 2484701  | DIGITALGLOBE     |                       |
| Registration Number:   | 2653714  | DIGITALGLOBE     |                       |
| Registration Number:   | 2487069  | DIGITALGLOBE.COM |                       |
| Registration Number:   | 2470721  | SECONDS ON ORBIT |                       |
| Registration Number:   | 2385734  | SOO              |                       |
| Serial Number:   | 78580612                                       | CITYSPHERE       |                       |
| CORRESPONDENCE DATA  |  |                  |                       |
| Fax Number:  | (917)777-2558                                  |                  |                       |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |  |                  |                       |
| Phone:   | (212) 735-2558                                 |                  |                       |

CH \$240.00 2626153

900132952

TRADEMARK  
REEL: 003979 FRAME: 0064

Email: Faith.Robinson@skadden.com  
Correspondent Name: Seth V. Shelden, Esq.  
Address Line 1: Skadden, Arps, Slate, Meagher & Flom LLP  
Address Line 2: Four Times Square  
Address Line 4: New York, NEW YORK 10036

|                         |          |
|-------------------------|----------|
| ATTORNEY DOCKET NUMBER: | 107520/2 |
|-------------------------|----------|

|                    |                 |
|--------------------|-----------------|
| NAME OF SUBMITTER: | Seth V. Shelden |
|--------------------|-----------------|

|            |                  |
|------------|------------------|
| Signature: | /Seth V Shelden/ |
|------------|------------------|

|       |            |
|-------|------------|
| Date: | 04/29/2009 |
|-------|------------|

**Total Attachments: 8**

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source=DigitalGlobe-Morgan Stanley TM Release#page8.tif

**TERMINATION OF SECURITY INTEREST IN TRADEMARKS**

WHEREAS, under the terms of that certain Credit Agreement, dated as of April 18, 2005 (as amended, amended and restated, modified and supplemented and in effect on the date hereof, the "Credit Agreement"), among DigitalGlobe, Inc., a Delaware corporation (the "Assignee"), certain subsidiaries of the Assignee from time to time party thereto as guarantors, the several lenders from time to time party thereto and Morgan Stanley Senior Funding, Inc., a Delaware corporation, as administrative agent (in such capacity, the "Administrative Agent"), the Assignee entered into the Security Agreement dated as of even date therewith (the "Security Agreement") and the Trademark Collateral Security Agreement dated as of even date therewith (the "Trademark Collateral Security Agreement"); and

WHEREAS, pursuant to the Security Agreement and the Trademark Security Agreement, the Administrative Agent, for itself and the financial institutions party to the Credit Agreement, holds security interests in the trademarks of Assignee and all registrations and applications for such trademarks, including the registration and applications identified in the attached Schedule A, incorporated herein by reference, together with the goodwill of the business symbolized thereby and together with all of Assignee's request to sue and recover for infringement thereof (collectively, the "Trademark Collateral"); and

WHEREAS, the Administrative Agent hereby acknowledges that the debt secured by the pledge of the Trademark Collateral under the terms and conditions set forth in the Security Agreement has been paid in full, satisfied, released and discharged and the Administrative Agent hereby agrees to terminate its security interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent does hereby release and terminate its security interest and lien in and to the Trademark Collateral, and reassigns any and all of its right, title, and interest in, to, and under the Trademark Collateral to Assignee.

Executed this 28<sup>th</sup> day of April, 2009.

**MORGAN, STANLEY SENIOR FUNDING, INC.**

By: Todd Vannucci  
Name: TODD VANNUCCI  
Title: VICE PRESIDENT

Name: TODD VANNUCCI

Title: VICE PRESIDENT

STATE OF New York )  
COUNTY OF New York ) SS.

I, a notary public, in and for the county and state aforesaid, do hereby certify that TODD VANAUCCI personally known to me to be the VICE PRESIDENT of MORGAN STANLEY SENIOR FUNDING, INC., appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of MORGAN STANLEY SENIOR FUNDING, INC. pursuant to the authority granted to him/her by MORGAN STANLEY SENIOR FUNDING, INC. for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 26<sup>th</sup> day of April, 2007.

Donna M. Long  
Notary Public

My commission expires: 8/22/09

**DONNA M SOUZA**  
**VOTARY PUBLIC-STATE OF NEW YORK**  
**No. 02306132206**  
**Qualified In New York County**  
**Commission Expires August 22, 2009**


SCHEDULE A


TO


TERMINATION OF SECURITY INTEREST IN TRADEMARKS

**DigitalGlobe, Inc.**  
**Trademarks**

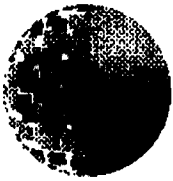
| <b>COUNTRY</b>  | <b>TRADEMARK/<br/>SERVICE MARK</b> | <b>CLASS/GOODS AND<br/>SERVICES</b>   | <b>STATUS</b> | <b>SERIAL<br/>NO./<br/>REG. NO.</b> | <b>FILING<br/>DATE/<br/>REG.<br/>DATE</b> |
|---|------------------------------------|---|---------------|-------------------------------------|---|
| Australia<br>(Earthwatch<br>Incorporated,<br>DE Corp.)<br>99-4472 | DIGITAL GLOBE                      | 42/The provision of<br>geographic and<br>geological information<br>through the collection<br>manipulation,<br>processing and/or<br>formatting of images<br>and geographic<br>measurements of earth.   | Pending       | SN:<br>846,643                      | FD:<br>08/16/2000                         |
| European Union<br>(Earthwatch<br>Incorporated)<br>99-4473         | DIGITAL GLOBE                      | 9/Digital imagery<br>computer software<br><br>16/Printed computer<br>software documentation<br>and user manuals,<br>printed advertising and<br>promotional materials,<br>reports, maps,<br>photographs<br><br>42/Providing<br>information services,<br>namely providing<br>geographic information<br>through the collection,<br>manipulation,<br>processing, and/or<br>formatting of images<br>and geographic<br>measurements of the<br>earth | Registered    | RN:<br>001819200                    | RD:<br>10/18/2001                         |

| <b>COUNTRY</b>  | <b>TRADEMARK/<br/>SERVICE MARK</b>   | <b>CLASS/GOODS AND<br/>SERVICES</b>   | <b>STATUS</b> | <b>SERIAL<br/>NO./<br/>REG. NO.</b> | <b>FILING<br/>DATE/<br/>REG.<br/>DATE</b> |
|---|--|---|---------------|-------------------------------------|---|
| European Union<br>(Earthwatch<br>Incorporated)<br>01-1542 | DIGITALGLOBE (Stylized)<br> | 9/Digital imagery<br>computer software<br><br>16/Printed computer<br>software documentation<br>and user manuals,<br>printed advertising and<br>promotional materials,<br>reports, maps,<br>photographs<br><br>42/Providing<br>information services,<br>namely providing<br>geographic information<br>through the collection,<br>manipulation,<br>processing, and/or<br>formatting of images<br>and geographic<br>measurements of the<br>earth | Registered    | RN:<br>002,250,983                  | RD:<br>08/20/2002                         |
| European Union<br>(Earthwatch<br>Incorporated)<br>99-3320 | DIGITALGLOBE.COM   | 9/Digital imagery<br>computer software<br><br>16/Printed computer<br>software documentation<br>and user manuals,<br>printed advertising and<br>promotional materials,<br>reports, maps,<br>photographs<br><br>42/Providing<br>information services,<br>namely providing<br>geographic information<br>through the collection,<br>manipulation,<br>processing, and/or<br>formatting of images<br>and geographic<br>measurements of the<br>earth | Registered    | RN:<br>001531631                    | RD:<br>05/239/200<br>1                    |

| <b>COUNTRY</b>                                   | <b>TRADEMARK/<br/>SERVICE MARK</b>   | <b>CLASS/GOODS AND<br/>SERVICES</b>   | <b>STATUS</b> | <b>SERIAL<br/>NO./<br/>REG. NO.</b> | <b>FILING<br/>DATE/<br/>REG.<br/>DATE</b> |
|--|--|---|---------------|-------------------------------------|---|
| JAPAN<br>(Earthwatch<br>Incorporated)<br>99-4474 | DIGITALGLOBE (Stylized)<br> | 42/Providing<br>geographic<br>information.  | Registered    | RN:<br>4589214                      | RD:<br>07/26/2002                         |
| JAPAN<br>(Earthwatch<br>Incorporated)<br>99-3322 | DIGITALGLOBE.COM   | 42/Providing<br>geographic<br>information.  | Registered    | RN:<br>4,477,658                    | RD:<br>05/25/2001                         |
| US<br>99-4674                                    | AGROWATCH  | 42/Providing<br>information services,<br>namely providing<br>geographic information<br>through the collection,<br>manipulation,<br>processing, and/or<br>formatting of images<br>and geographic<br>measurements of the<br>earth for geographic<br>applications.                 | Registered    | RN:<br>2,626,153                    | RD:<br>09/24/2002                         |
| US<br>99-2790                                    | DIGITAL GLOBE  | 9/Computer software<br>that is downloaded<br>from a remote<br>computer site and<br>available on CD-ROM<br>and diskette which<br>provides satellite<br>imagery for the<br>collection,<br>manipulation, and<br>electronic formatting of<br>satellite imagery data of<br>the earth | Registered    | RN:<br>2,264,047                    | RD:<br>07/27/1999                         |

| <b>COUNTRY</b> | <b>TRADEMARK/<br/>SERVICE MARK</b>   | <b>CLASS/GOODS AND<br/>SERVICES</b>   | <b>STATUS</b> | <b>SERIAL<br/>NO./<br/>REG. NO.</b> | <b>FILING<br/>DATE/<br/>REG.<br/>DATE</b> |
|----------------|--|---|---------------|-------------------------------------|---|
| US<br>99-2791  | DIGITAL GLOBE  | 42/Providing information services, namely, providing satellite imagery by the collection, manipulation, electronic formatting and distribution of satellite imaging data of the earth             | Registered    | RN:<br>2,136,168                    | RD:<br>02/10/1998                         |
| US<br>99-3318  | DIGITAL GLOBE  | 42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth | Registered    | RN:<br>2,484,701                    | RD:<br>09/01/2001                         |
| US<br>01-1479  | DIGITALGLOBE (Stylized)<br> | 42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth | Registered    | RN:<br>2,653,714                    | RD:<br>11/26/2002                         |
| US<br>99-3319  | DIGITALGLOBE.COM   | 42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth | Registered    | RN:<br>2,487,069                    | RD:<br>10/16/2001                         |



| COUNTRY       | TRADEMARK/<br>SERVICE MARK   | CLASS/GOODS AND<br>SERVICES   | STATUS     | SERIAL<br>NO./<br>REG. NO. | FILING<br>DATE/<br>REG.<br>DATE |
|---------------|--|---|------------|----------------------------|---------------------------------|
| US<br>99-3316 | DIGITALGLOBE.COM (and<br>globe design)<br><br><b>DIGITALGLOBE.COM</b>                                  | 42/Providing<br>information services,<br>namely providing<br>geographic information<br>through the collection,<br>manipulation,<br>processing, and/or<br>formatting of images<br>and geographic<br>measurements of the<br>earth | Registered | RN:<br>2,497,829           | RD:<br>10/16/2001               |
| US<br>99-2792 | GLOBE DESIGN<br><br> | 42/Providing<br>information services,<br>namely, providing<br>satellite imagery by the<br>collection,<br>manipulation,<br>electronic formatting<br>and distribution of<br>satellite imaging data<br>on the earth                | Registered | RN:<br>2,133,131           | RD:<br>01/27/1998               |
| US<br>99-3760 | SECONDS ON ORBIT   | 42/Digital Imaging<br>Services  | Registered | RN:<br>2,470,721           | RD:<br>07/17/2001               |
| US<br>99-3923 | SOO  | 40/Digital imaging<br>services.   | Registered | RN:<br>2,385,734           | RD:<br>09/12/2000               |
| US<br>99-2793 | YOUR PLANET ON-LINE  | 42/Providing<br>information services,<br>namely, providing<br>satellite imagery by the<br>collection,<br>manipulation,<br>electronic formatting<br>and distribution of<br>satellite imaging data<br>on the earth.               | Registered | RN:<br>2,137,725           | RD:<br>02/17/1998               |

| <b>COUNTRY</b> | <b>TRADEMARK/<br/>SERVICE MARK</b> | <b>CLASS/GOODS AND<br/>SERVICES</b>   | <b>STATUS</b> | <b>SERIAL<br/>NO./<br/>REG. NO.</b> | <b>FILING<br/>DATE/<br/>REG.<br/>DATE</b> |
|----------------|------------------------------------|---|---------------|-------------------------------------|---|
| US2            | CITYSPHERE                         | <p>IC 009. US 021 023<br/>026 036 038. G &amp; S:<br/>Electronic images of<br/>geographic areas for<br/>use and manipulation</p> <p>IC 016. US 002 005<br/>022 023 029 037 038<br/>050. G &amp; S:<br/>Photographs and maps</p> <p>IC 038. US 100 101<br/>104. G &amp; S: Electronic<br/>delivery of images,<br/>photographs and maps<br/>via a global computer<br/>network</p> | Pending       | 78/580,61                           | Filed<br>03/05/2005                       |