

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF SECURITY INTEREST IN U.S. TRADEMARK PROPERTIES		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ANALYTICAL GRAPHICS, INC.		10/02/2009	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	MANUFACTURERS AND TRADERS TRUST COMPANY		
Street Address:	601 Dresher Road		
City:	Horsham		
State/Country:	PENNSYLVANIA		
Postal Code:	19044		
Entity Type:	BANKING CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3413624	4D ANALYST	
Registration Number:	3215805	NAVTK	
Serial Number:	77757466	INSIGHT3D	
Serial Number:	77685503	SATELLITE TOOL KIT	
CORRESPONDENCE DATA			
Fax Number:	(412)288-3063		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	412-288-3233		
Email:	ptoipinbox@reedsmith.com		
Correspondent Name:	Jody L. Burtner, Senior Paralegal		
Address Line 1:	P.O. Box 488		
Address Line 2:	Reed Smith LLP		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15230-0488		
ATTORNEY DOCKET NUMBER:	883491.20006.1354NOD		
NAME OF SUBMITTER:	Jody L. Burtner		

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TRADEMARK
REEL: 004075 FRAME: 0853

Signature:	/Jody L. Burtner/
Date:	10/08/2009
Total Attachments: 3 source=analyticalgraphicsmttsinoticetms#page1.tif source=analyticalgraphicsmttsinoticetms#page2.tif source=analyticalgraphicsmttsinoticetms#page3.tif	

NOTICE OF
SECURITY INTEREST IN U.S. TRADEMARK PROPERTIES

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ANALYTICAL GRAPHICS, INC., a Pennsylvania corporation ("the Borrower"), with principal offices at 220 Valley Creek Blvd., Exton, Pennsylvania 19341, hereby assigns and grants to MANUFACTURERS AND TRADERS TRUST COMPANY (the "Secured Party") with offices at 601 Dresher Road, Horsham, Pennsylvania 19044, a security interest in all of the Borrower's right, title and interest in and to the trademarks and trademark applications (the "Trademarks") set forth on Schedule A attached, in each case together with (i) all proceeds of the Trademarks and, (ii) all causes of action, whether arising prior to, on or after the date hereof, for infringement of any of the Trademarks or unfair competition regarding the same.

THIS NOTICE OF SECURITY INTEREST IN U.S. TRADEMARK PROPERTIES (this "Notice"), effective October 2, 2009, is made to secure the satisfactory performance and payment of all the Obligations of the Borrower, subject to the terms and conditions of the Security Agreement and the Intellectual Property Security Agreement each dated January 21, 2005 and each made by the Borrower and the Secured Party (as amended, restated, modified and/or supplemented from time to time, the "Security Agreements").

This Notice has been granted in conjunction with the security interest granted to the Secured Party under the Security Agreements. The rights and remedies of the Secured Party with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreements, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Notice are deemed to conflict with the Security Agreements, the provisions of the Security Agreements shall govern.

IN WITNESS WHEREOF, the undersigned has executed this Notice this 2nd day of October, 2009.

ANALYTICAL GRAPHICS, INC.

By: 

Name: Paul L. Graziani

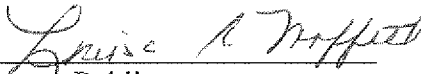
Title: Chief Executive Officer

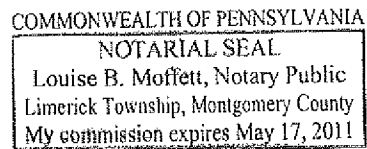
COMMONWEALTH OF PENNSYLVANIA

ss.:

COUNTY OF CHESTER

On this 2nd day of October, 2009, before me personally came Paul L. Graziani who, being by me duly sworn, did state as follows: that he is Chief Executive Officer of Analytical Graphics, Inc., a Pennsylvania corporation, that he is authorized to execute the foregoing Notice of Security Interest in U.S. Trademark Properties on behalf of said corporation and that he did so by authority of the board of directors of said corporation.


Notary Public



SCHEDULE A

Mark: **4D ANALYST**
Registration No.: **3,413,624 (Supplemental Register)**
Date of Registration: **April 15, 2008**

Mark: **Insight3D**
Serial No.: **77/757,466**
Filing Date: **June 11, 2009**

Mark: **NavTK**
Registration No.: **3,215,805**
Date of Registration: **March 6, 2007**

Mark: **SATELLITE TOOL KIT**
Serial No.: **77/685,503**
Filing Date: **March 6, 2009**