

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dynamics Research Corporation		06/30/2011	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	135 South LaSalle Street
Internal Address:	Mail Code: IL1-135-0541
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	0707199	DRC
Registration Number:	0775122	DRC
Registration Number:	0979114	DRC
Registration Number:	1921276	EMERGENCY TEAM COORDINATION COURSE
Registration Number:	1945607	ETCC
Registration Number:	2754719	MEDTEAMS

CORRESPONDENCE DATA

Fax Number: (704)350-7800

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (704) 350-7738

Email: bsmith@winston.com

Correspondent Name: Betty G. Smith

Address Line 1: Winston & Strawn LLP, 214 N. Tryon St.

Address Line 2: 22nd Floor

900196223

TRADEMARK
REEL: 004575 FRAME: 0816

CH \$165.00 0707199

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 003165.07082

NAME OF SUBMITTER: Betty G. Smith

Signature: /Betty G. Smith/

Date: 07/05/2011

Total Attachments: 4

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**NOTICE OF GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

June 30, 2011

United States Trademark and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of June 30, 2011 (as amended, restated, extended, supplemented or otherwise modified from time to time, the "Agreement") among the undersigned Grantor, the other grantors party thereto and the undersigned Administrative Agent (including any successors and assigns) for the Secured Parties referenced in the Agreement, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks identified on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent, for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any Trademark or Trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Notice of Grant of Security Interest in Trademarks as of the date first written above.

ADDRESS OF GRANTOR:
Dynamics Research Corporation
Two Tech Drive
Andover, Massachusetts 01810

Very truly yours,

DYNAMICS RESEARCH CORPORATION,
as Grantor

JURISDICTION OF FORMATION OF
GRANTOR:
Massachusetts

By: David V. Keleher
Name: David Keleher
Title: SVP and Chief Financial Officer

ACKNOWLEDGMENT

STATE OF Massachusetts
COUNTY OF Essex

I, Sheila A. Clines, a Notary Public for said County and State, do hereby
certify that David Keleher personally appeared before me this day and stated that (s)he is
Sr VP and CFO of DRC and acknowledged, on behalf of
DRC the due execution of the foregoing instrument.

Witness my hand and official seal, this 29th day of June, 20 11.

[Signature Pages Continue]

Sheila A. Clines

Sheila A. Clines
NOTARY PUBLIC
Commonwealth of Massachusetts
My Commission Expires
March 30, 2012

Dynamics Research Corporation
Notice of Grant of Security Interest in Trademarks
Signature Pages

TRADEMARK
REEL: 004575 FRAME: 0819

ADDRESS OF ADMINISTRATIVE AGENT:

Bank of America, N.A., as Administrative Agent
135 South LaSalle Street
Mail Code: IL1-135-0541
Chicago, Illinois 60604

Acknowledged and accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: 

Name:

Title:

KRISTINE THENNES
Vice President

Dynamics Research Corporation
Notice of Grant of Security Interest in Trademarks
Signature Pages

TRADEMARK
REEL: 004575 FRAME: 0820

SCHEDULE 1

TRADEMARKS

Serial Number	Mark	Filing Date	Registration #	Registration Date
72095813	DRC	04/26/1960	707199	11/15/1960
72163474	DRC	02/26/1963	775122	08/11/1964
72424969	DRC	05/19/1972	979114	02/19/1974
74621666	EMERGENCY TEAM COORDINATION COURSE	01/17/1995	1921276	09/19/1995
74622254	ETCC	01/17/1995	1945607	01/02/1996
75611016	MEDTEAMS	12/22/1998	2754719	08/26/2003