

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
B/E Aerospace, Inc.		08/03/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Collateral Agent
Street Address:	1111 Fannin
Internal Address:	10th Floor
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	85608844	B/E AEROSPACE
Registration Number:	3985998	B/E TOTALCARE
Serial Number:	85331498	ESSENCE
Registration Number:	3259629	ETEXTILES
Registration Number:	3025318	LIGHTLOC
Registration Number:	3734667	PAL
Serial Number:	85089496	PINNACLE
Serial Number:	85508657	PRO-VISION
Registration Number:	1585736	SCUFF EDGE
Registration Number:	3231724	SMARTBLANKET
Registration Number:	3313134	SMARTCABLE
Registration Number:	3229233	SMARTCOMM
Registration Number:	3266494	SMARTGRATE

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Registration Number:	3955985	SMARTGRATE - PLUS
Registration Number:	4029788	SPACEWALL
Registration Number:	2718141	SPECTRUM
Registration Number:	3179013	TORQUELOC
Registration Number:	3850420	UCT
Registration Number:	1186595	WEMAC

**CORRESPONDENCE DATA**

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Email: teas@ffhsj.com,jason.greenberg@friedfrank.com  
Correspondent Name: Jason Greenberg  
Address Line 1: One New York Plaza  
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Address Line 4: Williston Park, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	10705-24 J GREENBERG
NAME OF SUBMITTER:	Jason Greenberg
Signature:	/JG/
Date:	08/06/2012

Total Attachments: 9  
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**Grant of Security Interest  
in United States Patents and Trademarks**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, B/E Aerospace, Inc., a Delaware corporation (the "Grantor"), having its chief executive office at 1400 Corporate Center Way, Wellington, Florida, hereby grants to JPMorgan Chase Bank, N.A., as Collateral Agent, (the "Grantee"), with offices at 1111 Fannin, 10<sup>th</sup> Floor, Houston, Texas, a security interest in all of the Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

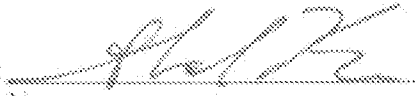
- (i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;
- (ii) each Patent License, including each Patent License listed on Schedule A hereto;
- (iii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto;
- (iv) each Trademark License, whether registered or not, including each Trademark License referred to in Schedule B hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and
- (v) all products and proceeds of the foregoing, including any claim by the Grantor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or B hereto, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Security Agreement among the Grantor, the Grantee and certain other parties dated as of July 28, 2008, as amended, modified or supplemented from time to time (the "Security Agreement").

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

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 3<sup>rd</sup> day of August, 2012.

B/E AEROSPACE, INC., as Grantor

By:   
Name:  
Title:

IF Grant

JPMORGAN CHASE BANK, N.A., as Collateral  
Agent, as Grantee

By:   
Name: **MATTHEW H. MASSIE**  
Title: **MANAGING DIRECTOR**

IP Grant

**TRADEMARK**  
**REEL: 004836 FRAME: 0604**

## SCHEDULE A



BE Aerospace File No.	ATTORNEY FILE NO.	Application Publication No. (if published)	GENERAL STATUS	ISSUED PATENT NO.	DESCRIPTION	COUNTRY	FILING DATE	APPL. SER. NO.
LEB211-01PCT	BEAER-88045	n/a	Pending	n/a	Brew Chamber Packet Ejector	PCT	3/23/2012	PCT/US2012/030289
LEB211-01PRO	BEAER-86106	n/a	Pending	n/a	Brew Chamber Packet Ejector	USA	3/25/2011	PRO 61/467938
LEB211-01US	BEAER-87798	n/a	Pending	n/a	Brew Chamber Packet Ejector	USA	3/20/2012	13/424624
LEB211-02PCT	BEAER-88046	n/a	Pending	n/a	Espresso Maker Pressure Relief System	PCT	3/23/2012	PCT/US2012/030304
LEB211-02PRO	BEAER-86107	n/a	Pending	n/a	Espresso Maker Pressure Relief System	USA	3/25/2011	PRO 61/467810
LEB211-02US	BEAER-87799	n/a	Pending	n/a	Espresso Maker Pressure Relief System	USA	3/20/2012	13/424662
LEB212-01PRO	BEAER-87677	n/a	Pending	n/a	Aircraft Brewing Aparatus	USA	1/6/2012	PRO 61/583801
LEB212-02PRO	BEAER-87816	n/a	Pending	n/a	Froth Wand for Espresso Maker	USA	3/26/2012	PRO 61/615486
LEO192-01US	21606	n/a	Expired	5298187	Non-Toxic Chemical Oxygen Generating Compositions	USA	3/13/1992	07/851171
LEO192-02AU	21230	n/a	Expired	646161	Chemical Oxygen Generator	Australia	3/17/1992	16521/92
LEO192-02CA	21230	n/a	Expired	2107336	Chemical Oxygen Generator	Canada	3/17/1992	2107336
LEO192-02DE	21230	n/a	Expired	581829	Chemical Oxygen Generator	Germany	3/17/1992	92909249.2
LEO192-02FR	21230	n/a	Expired	581829	Chemical Oxygen Generator	France	3/17/1992	92909249.2
LEO192-02GB	21230	n/a	Expired	581829	Chemical Oxygen Generator	UK	3/17/1992	92909249.2
LEO192-02JP	21230	n/a	Expired	3419773	Chemical Oxygen Generator	Japan	3/17/1992	0508818
LEO192-02US	21230	n/a	Expired	5198147	Chemical Oxygen Generator	USA	4/10/1991	07/683276
LEO192-02US2	21230	n/a	Expired	5338516	Chemical Oxygen Generator	USA	12/10/1992	07/988827
LEO192-03US	21627	n/a	Expired	5279761	Chemical Oxygen Generating Compositions Containing Li2O2	USA	3/13/1992	07/850516
LEO192-04US	21815	n/a	Expired	5265597	Passenger Oxygen Mask Having a Plurality of Fingers and Recesses for Mounting to an Oxygen Bag	USA	7/1/1992	07/907407
LEO192-05US	21891	n/a	Expired	5307793	Microphone Signal Attenuating Apparatus for Oxygen Masks	USA	6/29/1992	07/908234
LEO196-02JP	BEAER 78469	JP 2009-502236	Issued	JP 4809893	Electromechanical Regulator with Primary and Back Up Modes of Operation for Regulating Passenger Oxygen	Japan	7/21/2006	2008-522957
LEO197-01US	25243	n/a	Expired	RE36199	Chemical Oxygen Generator	USA	2/7/1997	08/798428
LEO202-01CA	26896	CA 2451792	Issued	CA 2451792	Multi Phase Headset for Pilots	Canada	5/31/2002	2451792
LEO202-03US2	BEAER 78009	US 2007/0289594	Issued	8028700	Full Face Flexible Oxygen Mask for Use with Flight Helmets	USA	8/30/2007	11/847778
LEO211-01US	BEAER-87076	n/a	Pending	n/a	On-board Generation of Oxygen for Aircraft Passengers	USA	5/25/2012	13/481057
LEO211-01US2	BEAER-87384	n/a	Pending	n/a	Chemical Oxygen Generator with Parallel Chemical Cores (Hybrid On-board Generation)	USA	5/30/2012	13/483345

The information in this document is CONFIDENTIAL and may not be disclosed without the express written permission of B/E Aerospace, Inc.

## SCHEDULE A







BE Aerospace File No.	ATTORNEY FILE NO.	Application Publication No. (if published)	GENERAL STATUS	ISSUED PATENT NO.	DESCRIPTION	COUNTRY	FILING DATE	APPL. SER. NO.
LEO211-02US	BEAER-87077	n/a	Pending	n/a	On-board Generation of Oxygen for Aircraft Pilots	USA	5/25/2012	13/481095
LEO212-01US	BEAER-87992	n/a	Pending	n/a	Aircraft Lavatory Emergency Oxygen Device	USA	6/20/2012	13/528414
LU191-01DE	DAEP 0400 DE	n/a	Expired	DE 4129061	Testing Device for a Pivotal Door of an Emergency Respirator Container	Germany	9/21/1991	4129061
LU191-01FR	DAEP 0400 FR	n/a	Expired	FR 2681897	Testing Device for a Pivotal Door of an Emergency Respirator Container	France	9/1/1992	2681897
LU191-01US	DAEP 0400 US	n/a	Expired	5213380	Testing Device for a Pivotal Door of an Emergency Respirator Container	USA	8/26/1992	07/936089
LU191-02DE	DAEP 0401 DE	n/a	Expired	DE 41311156	Locking Device for a Pivotal Door	Germany	9/19/1991	41311156
LU191-02FR	DAEP 0401 FR	n/a	Expired	FR2681895	Locking Device for a Pivotal Door	France	9/17/1992	2681895
LU191-02US	DAEP 0401 US	n/a	Expired	5253907	Locking Device for a Pivotal Door	USA	9/16/1992	07/945734
LU192-02US	DAEP 0404 US	n/a	Expired	5333748	Container Door for an Oxygen Supply Unit	USA	12/4/1992	07/986444
LU192-03US	DAEP 0405US	n/a	Expired	5358139	Container for an Oxygen Supply Unit for Installation in an Aircraft	USA	12/4/1992	07/987111
LU193-01JP	DAEP 0406 JP	n/a	Expired	JP6034605	Apparatus for Determining the Properties of a Substance Having Paramagnetic Properties	Japan	5/7/1993	4215215
LU193-01US	DAEP 0406 US	n/a	Expired	5391986	Apparatus for Determining the Properties of a Substance Having Paramagnetic Properties	USA	5/4/1993	08/056771
LU199-03DE	DAEP 1054 DE	n/a	Expired	DE 19950717	Breathing Mask with Hydrophilic Absorbent	Germany	10/21/1999	19950717
LU200-02DE	DAEP 1066 DE	n/a	Expired	DE 20015791.4	Oxygen Backup for Skydivers	Germany	9/12/2000	20015791.4
LU204-05US	DAEP 1223 US	US 2010-0089927	Abandoned	n/a	Pressurized Gas Container	USA	9/14/2005	11/226783
LU204-08GB	DAEP 1510 GB	GB2439839	Issued	GB 2439839	Cockpit Oxygen Mask	UK	7/4/2007	712940
LU205-01US2	DAEP 1102 US C2	n/a	Pending	n/a	Passenger Oxygen Mask	USA	4/23/2012	13/453058
LU205-03FR	DAEP 1298 FR	n/a	Issued	FR 29001482	Aircraft Oxygen Supply Unit	France	5/22/2007	755192
LU205-03GB	DAEP 1298 GB	GB2438516	Issued	GB 2438516	Aircraft Oxygen Supply Unit	UK	5/22/2007	709898
LU205-04DE	DAEP 1323 DE	n/a	Expired	n/a	Oxygen Supply Device	Germany	4/23/2005	102005019052
LU205-04FR	DAEP 1323 FR	FR2884726A1	Expired	n/a	Oxygen Supply Device	France	4/19/2006	0651366

## SCHEDULE B





Trademark	Country	Status	Application No.	Filing Date	Registration No.	Registration Date	Next Renewal
B/E AEROSPACE	United States of America	Pending	85/608844	26-Apr-2012			
B/E TOTALCARE and Design 	Canada	Allowed	1374324	30-Nov-2007			
B/E TOTALCARE and Design 	United States of America	Registered	77/198967	06-Jun-2007	3985998	28-Jun-2011	28-Jun-2016
ESSENCE	United States of America	Allowed	85/331498	26-May-2011			
ESSENCE	European Community	Pending	010026086	6-JUL-2011			
ESSENCE	Australia	Allowed	1429374	7-Jun-2011			
ESSENCE	Japan	Registered	2011-041816	16-Jun-2011	5476803	9-Mar-2012	9-Mar-2022
ESSENCE	Thailand	Pending	812976	14-Jul-2011			
ETEXTILES	United States of America	Registered	78/720640	26-Sep-2005	3259629	3-Jul-2007	3-Jul-2013
LIGHTLOC	United States of America	Registered	76/581467	17-Mar-2004	3025318	13-Dec-2005	13-Dec-2015
M & M AEROSPACE HARDWARE	Taiwan	Registered	92020140	06-Aug-2002	1079627	01-Jan-2004	01-Jan-2014
M & M AEROSPACE HARDWARE	European Community	Registered	002694107	07-May-2002	002694107	10-Feb-2004	10-May-2022
M & M AEROSPACE HARDWARE	Singapore	Registered	T02/09838Z	05-Jul-2002	T02/09838Z	20-Jan-2004	14-Mar-2022
M & M AEROSPACE HARDWARE	Singapore	Registered	T0209835E	05-Jul-2002	T0209835E	23-Feb-2004	14-Mar-2022
M & M AEROSPACE HARDWARE	Singapore	Registered	T02/09839H	05-Jul-2002	T02/09839H	15-Jun-2004	14-Mar-2022



## SCHEDULE B

Trademark	Country	Status	Application No.	Filing Date	Registration No.	Registration Date	Next Renewal
M & M AEROSPACE HARDWARE	Singapore	Registered	T02/09840A	05-Jul-2002	T02/09840A	30-Jan-2004	14-Mar-2022
Miscellaneous Design (M M w/Globe) 	Singapore	Registered	T02/09849E	05-Jul-2002	T02/09849E	28-Jan-2004	14-Mar-2022
Miscellaneous Design (M M w/Globe) 	Singapore	Registered	T02/09845B	05-Jul-2002	T02/09845B	14-Mar-2002	14-Mar-2022
Miscellaneous Design (M M w/Globe) 	Singapore	Registered	T02/09853C	05-Jul-2002	T02/09853C	09-Jan-2004	14-Mar-2022
Miscellaneous Design (M M w/Globe) 	Singapore	Registered	T02/09854A	05-Jul-2002	T02/09854A	19-Jan-2004	14-Mar-2022
Miscellaneous Design (M M w/Lightning Bolt) 	European Community	Registered	002694057	10-May-2002	002694057	02-Feb-2004	10-May-2022
Miscellaneous Design (M M w/Lightning Bolt) 	Singapore	Registered	T02/09870C	05-Jul-2002	T02/09870C	12-Dec-2003	14-Mar-2022

## SCHEDULE B

Trademark	Country	Status	Application No.	Filing Date	Registration No.	Registration Date	Next Renewal
Miscellaneous Design (M M w/Lightning Bolt) 	Singapore	Registered	T02/09867C	05-Jul-2002	T02/09867C	14-Jul-2003	14-Mar-2022
Miscellaneous Design (M M w/Lightning Bolt) 	Singapore	Registered	T02/09873H	05-Jul-2002	T02/09873H	09-Jan-2004	14-Mar-2022
Miscellaneous Design (M M w/Lightning Bolt) 	Singapore	Registered	T02/09875D	05-Jul-2002	T02/09875D	14-Oct-2003	14-Mar-2022
PAL	United States of America	Registered	77/264959	27-Aug-2007	3734667	05-Jan-2010	05-Jan-2020
PINNACLE & design 	United States of America	Allowed	85/089496	21-Jul-2010			
PRO-VISION	United States of America	Published	85/508657	4-Jan-2012			
SCUFF EDGE	United States of America	Registered	73/806534	14-Jun-1989	1585736	6-Mar-1990	6-Mar-2020
SMARTBLANKET	United States of America	Registered	76/639678	27-May-2005	3231724	17-Apr-2007	17-Apr-2013
SMARTCABLE	United States of America	Registered	76/639680	27-May-2005	3313134	16-Oct-2007	16-Oct-2013

## SCHEDULE B

Trademark	Country	Status	Application No.	Filing Date	Registration No.	Registration Date	Next Renewal
SMARTCOM	United States of America	Registered	78/756333	17-Nov-2005	3229233	17-Apr-2007	17-Apr-2013
SMARTGRATE	United States of America	Registered	76/639720	27-May-2005	3266494	17-Jul-2007	17-Jul-2013
SMARTGRATE-PLUS	United States of America	Registered	85/042614	19-May-2010	3955985	3-May-2010	3-May-2016
SPACEWALL	United States of America	Registered	85/099253	3-Aug-2010	4029788	20-Sep-2011	20-Sep-2021
SPECTRUM	United States of America	Registered	78/076,721	31-Jul-2001	2718141	20-May-2003	20-May-2023
TORQUELOC	United States of America	Registered	76/640468	8-Jun-2005	3179013	5-Dec-2006	5-Dec-2012
UCT	United States of America	Registered	77/238,741	25-Jul-2007	3850420	21-Sep-2010	21-Sep-2020
WEMAC	United States of America	Registered	73/296337	09-Feb-1981	1186595	19-Jan-1982	19-Jan-2022