

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
Simulyze, Inc.		11/05/2012	CORPORATION: DELAWARE
SMZ Acquisition, Inc.		11/05/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Salem Investment Partners III, Limited Partnership
Street Address:	348 Westgate Center Drive
Internal Address:	Suite 100
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27103
Entity Type:	LIMITED PARTNERSHIP: NORTH CAROLINA

Name:	Farragut Mezzanine Partners III, Limited Partnership
Street Address:	5425 Wisconsin Ave
Internal Address:	Suite 401
City:	Chevy Chase
State/Country:	MARYLAND
Postal Code:	20815
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3615590	FLIGHT CONTROL
Registration Number:	2710905	SIMULYZE

CORRESPONDENCE DATA

Fax Number: 3363781001

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

OP \$65.00 3615590

via US Mail.

Phone: 336-373-8850
Email: ebrewington@brookspierce.com
Correspondent Name: Elizabeth S. Brewington, Esq.
Address Line 1: 230 N. Elm St.
Address Line 2: Suite 2000
Address Line 4: Greensboro, NORTH CAROLINA 27401

ATTORNEY DOCKET NUMBER:	SALEM INV/ SIMULYZE (ESB)
NAME OF SUBMITTER:	Elizabeth S. Brewington
Signature:	/Elizabeth S. Brewington/
Date:	11/07/2012

Total Attachments: 6

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GRANT OF SECURITY INTEREST
IN TRADEMARKS

WHEREAS, SIMULYZE, INC., a Delaware corporation ("Simulyze"), is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks");

WHEREAS, SMZ ACQUISITION, INC., a Delaware corporation (the "Merger Subsidiary" and together with Simulyze, the "Pledgor") intends to merge with and into Simulyze; and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of November 5, 2012, in which the Pledgor has granted to Farragut Mezzanine Partners III, Limited Partnership, a Delaware limited partnership ("Lender") with offices at 5425 Wisconsin Avenue, Suite 401, Chevy Chase, Maryland 20815, a security interest in all general intangibles, including without limitation the Trademarks and agreed to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Lender a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Lender under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

IN WITNESS WHEREOF, Pledgor has caused this Grant of Security Interest in Trademarks to be executed by its duly authorized representative as of November 5, 2012.

SIMULYZE, INC.

By: Kevin C. Gallagher
Name: KEVIN C. GALLAGHER
Title: PRESIDENT

SMZ ACQUISITION, INC.

By: _____
Name:
Title:

GRANT OF SECURITY INTEREST
IN TRADEMARKS

WHEREAS, SIMULYZE, INC., a Delaware corporation ("Simulyze"), is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks");

WHEREAS, SMZ ACQUISITION, INC., a Delaware corporation (the "Merger Subsidiary" and together with Simulyze, the "Pledgor") intends to merge with and into Simulyze; and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of November 5, 2012, in which the Pledgor has granted to Farragut Mezzanine Partners III, Limited Partnership, a Delaware limited partnership ("Lender") with offices at 5425 Wisconsin Avenue, Suite 401, Chevy Chase, Maryland 20815, a security interest in all general intangibles, including without limitation the Trademarks and agreed to execute this Grant;


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IN WITNESS WHEREOF, Pledgor has caused this Grant of Security Interest in Trademarks to be executed by its duly authorized representative as of November 5, 2012.

SIMULYZE, INC.

By: _____
Name:
Title:

SMZ ACQUISITION, INC.

By:  _____
Name: Theodore E. Dumbauld
Title: President

Schedule A
TRADEMARKS AND TRADEMARK APPLICATIONS

Owner: Simulyze, Inc.

Mark	Application or Registration No.	Country	Issue or Filing Date
FLIGHT CONTROL	3615590	USA	5/5/09
SIMULYZE	2710905	USA	4/29/03, renewed 2012

GRANT OF SECURITY INTEREST
IN TRADEMARKS

WHEREAS, SIMULYZE, INC., a Delaware corporation ("Simulyze"), is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks");

WHEREAS, SMZ ACQUISITION, INC., a Delaware corporation (the "Merger Subsidiary" and together with Simulyze, the "Pledgor") intends to merge with and into Simulyze; and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of November 5, 2012, in which the Pledgor has granted to Salem Investment Partners III, Limited Partnership, a North Carolina limited partnership ("Lender") with offices at 348 Westgate Center Drive, Suite 100, Winston-Salem, North Carolina 27103, a security interest in all general intangibles, including without limitation the Trademarks and agreed to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Lender a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Lender under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

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SIMULYZE, INC.

By: Kevin C Gallagher
Name: KEVIN C. GALLAGHER
Title: PRESIDENT

SMZ ACQUISITION, INC.

By: _____
Name:
Title:

GRANT OF SECURITY INTEREST
IN TRADEMARKS

WHEREAS, SIMULYZE, INC., a Delaware corporation ("Simulyze"), is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks");

WHEREAS, SMZ ACQUISITION, INC., a Delaware corporation (the "Merger Subsidiary" and together with Simulyze, the "Pledgor") intends to merge with and into Simulyze; and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of November 5, 2012, in which the Pledgor has granted to Salem Investment Partners III, Limited Partnership, a North Carolina limited partnership ("Lender") with offices at 348 Westgate Center Drive, Suite 100, Winston-Salem, North Carolina 27103, a security interest in all general intangibles, including without limitation the Trademarks and agreed to execute this Grant;

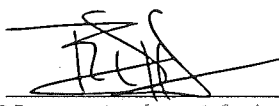
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SIMULYZE, INC.

By: _____
Name:
Title:

SMZ ACQUISITION, INC.

By:  _____
Name: Theodore E. Deshaud
Title: President

Schedule A
TRADEMARKS AND TRADEMARK APPLICATIONS

Owner: Simulyze, Inc.

Mark	Application or Registration No.	Country	Issue or Filing Date
FLIGHT CONTROL	3615590	USA	5/5/09
SIMULYZE	2710905	USA	4/29/03, renewed 2012