

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM581405

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECOND LIEN US INTELLECTUAL PROPERTY SECURITY AGREEMENT
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cobham Mission Systems Davenport AAR Inc.		06/12/2020	Corporation: DELAWARE
Cobham Mission Systems Davenport LSS Inc.		06/12/2020	Corporation: DELAWARE
Cobham Mission Systems Orchard Park Inc.		06/12/2020	Corporation: DELAWARE
Cobham Advanced Electronic Solutions Inc.		06/12/2020	Corporation: DELAWARE
Chelton Avionics, Inc.		06/12/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Trust, National Association
Street Address:	50 South Sixth Street, Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	4977590	SUREPAC
Registration Number:	4953289	SMARTECU
Registration Number:	3571257	PHANTOM
Serial Number:	88653731	VIGILOX

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2123186532

Email: alanagramer@paulhastings.com

Correspondent Name: ALANA GRAMER

OP \$115.00 4977590

Address Line 1: C/O PAUL HASTINGS LLP
Address Line 2: 200 Park Avenue
Address Line 4: NEW YORK, NEW YORK 10166

NAME OF SUBMITTER: Alana Gramer

SIGNATURE: /s/ AG

DATE SIGNED: 06/15/2020

Total Attachments: 11

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SECOND LIEN US INTELLECTUAL PROPERTY SECURITY AGREEMENT

This SECOND LIEN US INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of June 12, 2020 (this “Agreement”), by Cobham Mission Systems Davenport AAR Inc., a Delaware corporation, Cobham Mission Systems Davenport LSS Inc., a Delaware corporation, Cobham Mission Systems Orchard Park Inc., a Delaware corporation, Cobham Advanced Electronic Solutions Inc., a Delaware corporation and Chelton Avionics, Inc., a Delaware Corporation (each, a “Grantor” and collectively, the “Grantors”) in favor of Wilmington Trust, National Association (“Wilmington”), as security agent (in such capacities and together with its successors and assigns, the “Security Agent”) for the Secured Parties. This Agreement constitutes an Intellectual Property Security Agreement under the Security Agreement (as defined below).

Reference is made to that certain Second Lien US Pledge and Security Agreement, dated as of January 15, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “Security Agreement”), among the Obligors (as defined in the Second Lien Facility Agreement referenced below) party thereto and the Security Agent. The Original Lenders have extended credit to the Original Borrower subject to the terms and conditions set forth in that certain Second Lien Facility Agreement, dated as of January 15, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified and in effect on the date hereof, the “Facility Agreement”), by and among, *inter alios*, AI Convoy (Luxembourg) S.à r.l., a private limited liability company incorporated in Luxembourg (the “Original Borrower”), the Mandated Lead Arrangers, the Original Lenders, Wilmington Trust (London) Limited, in its capacity as agent of the other Finance Parties (the “Administrative Agent”), the Security Agent and others party thereto. Consistent with the requirements set forth in clause 27.3 of the Facility Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or the Facility Agreement, as applicable.

SECTION 2. *Grant of Security Interest.* As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, the Grantor, pursuant to the Security Agreement, did and hereby does pledge, mortgage, transfer and grant to the Security Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of the Grantor and regardless of where located (collectively, the “IP Collateral”):

A. all Trademarks, including the Trademark registrations and registration applications in the United States Patent and Trademark Office listed on Schedule I hereto;

B. all Patents, including the Patent registrations and pending applications in the United States Patent and Trademark Office listed on Schedule II hereto;

C. all Copyrights, including the Copyright registrations and pending applications for registration in the United States Copyright Office listed on Schedule III; and

D. all proceeds of the foregoing,

in each case to the extent the foregoing items constitute Collateral.

SECTION 3. *Security Agreement.* The security interests granted to the Security Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Security Agent pursuant to the Security Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Security Agent with respect to the IP Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. *Termination or Release.* In connection with any termination or release pursuant to Section 7.12 of the Security Agreement, the Security Agent shall promptly execute and deliver to Grantor, at such Grantor's expense, such documents that such Grantor shall reasonably request to evidence and/or effectuate the termination or release of the security interest granted herein.

SECTION 5. *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the laws of *the* State of New York.

[Signature Pages Follow]


IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

COBHAM MISSION SYSTEMS DAVENPORT
AAR INC.


DocuSigned by:

By: _____
Name: Kevin McKeown
Title: President and Treasurer


COBHAM MISSION SYSTEMS DAVENPORT LSS
INC.

DocuSigned by:

By: _____
Name: Kevin McKeown
Title: Vice President, Treasurer and Secretary


COBHAM MISSION SYSTEMS ORCHARD PARK
INC.

DocuSigned by:

By: _____
Name: Kevin McKeown
Title: President

CHELTON AVIONICS, INC.

DocuSigned by:

By: _____
Name: David Bulley
Title: President

COBHAM ADVANCED ELECTRONIC
SOLUTIONS INC.

DocuSigned by:

By: _____
Name: Shawn Black
Title: President

WILMINGTON TRUST, NATIONAL ASSOCIATION,
as the Security Agent

By: 
Name: _____
Title: David Bergstrom
Vice President

SCHEDULE I

TRADEMARKS

REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK
Cobham Mission Systems Orchard Park Inc.	4977590	SUREPAC
Cobham Mission Systems Orchard Park Inc.	4953289	SMARTECU
Cobham Mission Systems Orchard Park Inc.	3571257	PHANTOM
Chelton Avionics, Inc.	364732	COBHAM AVIONICS & SURVEILLANCE
Chelton Avionics, Inc.	188614	WULFSBERG ELECTRONICS

TRADEMARK APPLICATIONS

APPLICANT OWNER	APPLICATION NUMBER	TRADEMARK
Cobham Mission Systems Orchard Park Inc.	88/653731	VIGILOX

SCHEDULE II

REGISTERED PATENTS

REGISTERED OWNER	PATENT NUMBER	PATENT
Cobham Mission Systems Davenport LLS Inc.	6352624	ELECTROCHEMICAL OXYGEN GENERATING SYSTEM
Cobham Mission Systems Davenport LLS Inc.	6409807	LINEAR GAS VALVE CYCLE CONTROL, SHUT-OFF-VALVE AND SELF TEST
Cobham Mission Systems Davenport AAR Inc.	6464173	PARADROGUE ASSEMBLY
Cobham Mission Systems Davenport LLS Inc.	6491739	AIR SEPARATION MODULE USING A FAST START VALVE FOR FAST WARM UP OF A PERMEABLE MEMBRANE AIR SEPARATION MODULE
Cobham Mission Systems Davenport AAR Inc.	6604711	AUTONOMOUS SYSTEM FOR THE AERIAL REFUELING OR DECONTAMINATION OF UNMANNED AIRBORNE VEHICLES
Cobham Mission Systems Orchard Park Inc.	6612334	GAS SHUTOFF VALVE HAVING A POSITIVE OPEN INDICATOR
Cobham Mission Systems Orchard Park Inc.	6666226	SERIES/PARALLEL RELIEF VALVE FOR USE WITH AIRCRAFT GASEOUS OXYGEN SYSTEM
Cobham Mission Systems Davenport LLS Inc.	6681807	ASYMMETRIC BIDIRECTIONAL FLOW DEVICE
Cobham Mission Systems Davenport LLS Inc.	6698677	RESTRAINT PRETENSIONER
Cobham Mission Systems Davenport LLS Inc.	6712876	OXYGEN CONCENTRATOR SYSTEM WITH ALTITUDE COMPENSATION
Cobham Mission Systems Davenport LLS Inc.	6712877	OXYGEN CONCENTRATOR SYSTEM
Cobham Mission Systems Davenport LLS Inc.	6719019	DEPLOYABLE OXYGEN CHARGING SYSTEM
Cobham Mission Systems Davenport LLS Inc.	6763557	BUCKLE WITH A BUCKLE RELEASE SYSTEM
Cobham Mission Systems Davenport LLS Inc.	6783646	MODULAR CERAMIC OXYGEN SYSTEM
Cobham Mission Systems Davenport LLS Inc.	6796531	CANOPY RELEASE LOCKING BAR
Cobham Mission Systems Davenport LLS Inc.	6849296	LEAKAGE FREE CERAMIC FILMS FOR POROUS SURFACES
Cobham Advanced Electronic Solutions, Inc.	6885351	ANTENNA
Cobham Mission Systems Davenport LSS Inc.	6905581	OXYGEN PERMEABLE ELECTRODE SYSTEM
Cobham Mission Systems Davenport LSS Inc.	6930611	WATER ACTIVATED RELEASE TRIGGERING MECHANISM
Cobham Mission Systems Orchard Park Inc.	6988509	RISER LINE SHUTOFF VALVE
Cobham Mission Systems Davenport LSS Inc.	6997970	OXYGEN/INERT GAS GENERATOR
Cobham Mission Systems Orchard Park Inc.	7013710	OPEN PACKAGE TEST FIXTURE
Cobham Mission Systems Davenport LSS Inc.	7036521	AIR CONSERVING SLIDE VALVE
Cobham Mission Systems Orchard Park Inc.	7118437	FLOTATION COLLAR

REGISTERED OWNER	PATENT NUMBER	PATENT
Cobham Mission Systems Davenport AAR Inc.	7152828	METHOD AND APPARATUS FOR THE HOOKUP OF UNMANNED/MANNED ("HUM") MULTI PURPOSE VEHICLES WITH EACH OTHER
Cobham Advanced Electronic Solutions, Inc.	7248130	HIGH POWER COMBINER/DIVIDER
Cobham Mission Systems Orchard Park Inc.	7255286	TEMPERATURE COMPENSATION VALVE
Cobham Mission Systems Davenport LSS Inc.	7275710	AIRCREW RESTRAINT SYSTEM
Cobham Advanced Electronic Solutions, Inc.	7289080	ULTRA BROADBAND LINEAR ANTENNA
Cobham Mission Systems Davenport LSS Inc.	7309847	CERAMIC OXYGEN GENERATING OVEN
Cobham Mission Systems Davenport LSS Inc.	7313848	CANOPY RELEASE BUCKLE WITH DUAL ACTION RELEASE LEVER
Cobham Mission Systems Orchard Park Inc.	7341072	OXYGEN SUPPLY SYSTEM HAVING A CENTRAL FLOW CONTROL UNIT
Cobham Mission Systems Davenport LSS Inc.	7396442	ELECTROCHEMICAL OXYGEN GENERATOR MODULE ASSEMBLY
Cobham Mission Systems Davenport LSS Inc.	7418879	LATCHING INERTIAL REEL
Cobham Mission Systems Davenport LSS Inc.	7445660	METHOD FOR OPERATING GAS GENERATORS IN TANDEM
Cobham Mission Systems Davenport LSS Inc.	7461817	CARGO PARACHUTE RELEASE APPARATUS, SYSTEM AND METHOD
Cobham Mission Systems Davenport LSS Inc.	7645365	IMAT MODULES WITH SERIAL CONDUCTIVE STRIPES
Cobham Advanced Electronic Solutions, Inc.	7668509	FREQUENCY SELECTIVE LEVELING LOOP FOR MULTI-SIGNAL PHASED ARRAY TRANSMITTERS
Cobham Mission Systems Orchard Park Inc.	7677529	ELECTROMECHANICAL OXYGEN VALVE AND REGULATOR
Cobham Mission Systems Davenport LSS Inc.	7694674	OXYGEN GENERATOR WITH STORAGE AND CONSERVATION MODES
Cobham Mission Systems Orchard Park Inc.	7694692	NON-MAGNETIC LATCHING SERVO ACTUATED VALVE
Cobham Mission Systems Davenport LSS Inc.	7722081	COMBAT VEHICLE RESTRAINT SYSTEM
Cobham Mission Systems Orchard Park Inc.	7789101	OXYGEN SUPPLY SYSTEM HAVING A CENTRAL FLOW CONTROL
Cobham Mission Systems Davenport AAR Inc.	7837151	METHOD AND APPARATUS FOR THE HOOKUP OF UNMANNED/MANNED ("HUM") MULTI PURPOSE AIR VEHICLES WITH EACH OTHER
Cobham Mission Systems Davenport LSS Inc.	7934677	CARGO PARACHUTE RELEASE APPARATUS, SYSTEM AND METHOD
Cobham Mission Systems Davenport LSS Inc.	7934683	CARGO PARACHUTE RELEASE APPARATUS, SYSTEM AND METHOD
Cobham Mission Systems Davenport LSS Inc.	8011897	CAM DRIVEN PISTON COMPRESSOR
Cobham Mission Systems Davenport LSS Inc.	8052091	CARGO PARACHUTE RELEASE APPARATUS, SYSTEM AND METHOD

REGISTERED OWNER	PATENT NUMBER	PATENT
Cobham Mission Systems Davenport LSS Inc.	8079224	FIELD INTEGRATED PULSE TUBE CRYOCOOLER WITH SADA II COMPATIBILITY
Cobham Mission Systems Davenport LSS Inc.	8096027	TWIN BUCKLE ASSEMBLY WITH DUAL RELEASE POSITIONS
Cobham Mission Systems Davenport LSS Inc.	8127560	MACHINED SPRING WITH INTEGRAL RETAINER FOR CLOSED CYCLE CRYOGENIC COOLERS
Cobham Mission Systems Davenport LLS Inc.	8251304	REEL LOCK FOR PASSENGER RESTRAINT HAVING DUAL LOCKING POSITIONS
Cobham Mission Systems Davenport LLS Inc.	8286559	TROLLEY ASSEMBLY FOR PASSENGER RESTRAINT SYSTEM
Cobham Mission Systems Orchard Park Inc.	8322368	SELF SEALING DISCONNECT VALVE
Cobham Mission Systems Orchard Park Inc.	8324903	FLUID CONDUCTIVITY SENSOR FOR ACTUATING AND TESTING AN ELECTROEXPLODING DEVICE
Cobham Mission Systems Davenport LLS Inc.	8378218	SPRING WITH MULTIPLE CONDUCTING COILS
Cobham Mission Systems Davenport LLS Inc.	8381373	HOUSING FOR A DUAL RELEASE TWIN BUCKLE ASSEMBLY
Cobham Mission Systems Davenport LLS Inc.	8468660	EJECTOR MECHANISM FOR ROTARY BUCKLE ASSEMBLY
Cobham Mission Systems Davenport LLS Inc.	8631545	WATER ACTIVATED EJECTOR MECHANISM FOR ROTARY BUCKLE ASSEMBLY
Cobham Mission Systems Orchard Park Inc.	8636021	NON-MAGNETIC LATCHING SERVO ACTUATED VALVE
Cobham Mission Systems Davenport LSS Inc.	8662436	APPARATUS FOR ADJUSTING THE PAYOUT OF TETHER FROM A REEL ASSEMBLY
Cobham Mission Systems Orchard Park Inc.	8683996	LIFE SUPPORT AND MICROCLIMATE INTEGRATED SYSTEM AND PROCESS
Cobham Mission Systems Davenport LSS Inc.	8684704	RADIAL CAM-DRIVEN COMPRESSOR AND RADIAL CAM-DRIVEN COMPRESSOR ASSEMBLIES
Cobham Mission Systems Davenport LSS Inc.	8695182	RETAINING MECHANISM FOR BUCKLE AND BUCKLE RELEASE SYSTEM
Cobham Mission Systems Orchard Park Inc.	8765071	GAS GENERATING DEVICE AND METHOD OF MANUFACTURING GAS GENERATING DEVICE
Cobham Mission Systems Orchard Park Inc.	8820353	INTERFACE ASSEMBLY FOR SPACE VEHICLES
Cobham Mission Systems Orchard Park Inc.	8826931	WATER ACTUATED PRESSURIZED GAS RELEASE DEVICE
Cobham Mission Systems Orchard Park Inc.	8869782	INFLATABLE LIFE PRESERVER AND ASSOCIATED DELIVERY SYSTEM
Cobham Mission Systems Orchard Park Inc.	8932096	LIFE VEST WITH RETRIEVAL DEVICE
Cobham Mission Systems Orchard Park Inc.	9045207	INFLATOR ASSEMBLY ADAPTED FOR MANUAL OR AUTOMATIC INFLATION
Cobham Mission Systems Davenport LSS Inc.	9084452	WATER ACTIVATED RESTRAINT RELEASE SYSTEM

REGISTERED OWNER	PATENT NUMBER	PATENT
Cobham Mission Systems Davenport LSS Inc.	9089813	THERMAL CONDITIONING FOR AIR SEPARATION MODULES
Cobham Mission Systems Davenport LSS Inc.	9099226	SPRING WITH MULTIPLE CONDUCTING COILS
Cobham Mission Systems Davenport LSS Inc.	9145108	RESTRAINT PRETENSIONER WITH DEACCELERATION MECHANISM
Cobham Mission Systems Davenport LSS Inc.	9162089	RESTRAINT AND EXTRACTION HARNESS WITH ASSOCIATED RELEASE MECHANISM
Cobham Mission Systems Davenport LSS Inc.	9289717	AIR DRYING SYSTEM FOR OBOGS
Cobham Mission Systems Davenport LSS Inc.	9469410	AERIAL REFUELING SYSTEM, APPARATUS AND METHODS
Cobham Mission Systems Davenport LSS Inc.	9517841	BALLISTIC POWERED INERTIA REEL
Cobham Mission Systems Davenport LSS Inc.	9573564	REEL LOCK FOR PASSENGER RESTRAINT HAVING DUAL LOCKING POSITIONS
Continental Microwave & Tool Co., Inc. dba Cobham Advanced Electronic Solutions	9595765	SLOTTED WAVEGUIDE ANTENNA WITH
Cobham Mission Systems Davenport LSS Inc.	9610917	RESTRAINT SYSTEM WITH DUAL RELEASE MECHANISMS
Cobham Mission Systems Davenport LSS Inc.	9635909	BUCKLE RELEASE MECHANISM
Cobham Mission Systems Davenport LSS Inc.	9692198	METHOD OF MANUFACTURING AN ELECTRICALLY CONDUCTIVE EXTENSION/COMPRESSION SPRING
Cobham Mission Systems Davenport LSS Inc.	9751495	REEL LOCK HAVING MULTIPLE TOOTH DOG
Cobham Mission Systems Davenport LSS Inc.	9797054	PRESSURE DRIVEN CERAMIC OXYGEN GENERATION SYSTEM WITH INTEGRATED MANIFOLD AND TUBES
Continental Microwave & Tool Co., Inc. dba Cobham Advanced Electronic Solutions	9812749	AROUND THE MAST ROTARY COUPLER HAVING STATOR AND ROTOR POWER DIVIDERS/COMBINERS THAT ARE AXIALLY STACKED
Cobham Mission Systems Davenport LSS Inc.	9867563	REDUCED COGNITIVE FUNCTION DETECTION AND ALLEVIATION SYSTEM FOR A PILOT
Cobham Mission Systems Davenport LSS Inc.	9950804	RECEPTION COUPLING
Cobham Mission Systems Davenport LSS Inc.	10179308	ON-BOARD INERT GAS GENERATING SYSTEM PROGNOSTIC HEALTH MONITORING
Cobham Mission Systems Davenport LSS Inc.	10252212	MOISTURE RESISTANT MOLECULAR SIEVE BEDS
Cobham Mission Systems Davenport LSS Inc.	10273005	SIEVE BED RETENTION SYSTEM
Cobham Mission Systems Davenport LSS Inc.	10274973	SEMI-CLOSED CIRCUIT UNDERWATER BREATHING APPARATUS RATIO REGULATOR
Cobham Mission Systems Davenport LSS Inc.	10384798	TELESCOPING STOWAGE TUBE AND ROTATING HOSE REEL FOR CARGO BAY REFUELING SYSTEM

REGISTERED OWNER	PATENT NUMBER	PATENT
Cobham Mission Systems Davenport LSS Inc.	10392123	ON-BOARD INERT GAS GENERATING AIR SEPARATION MODULE RECOVERY APPARATUS AND METHOD
Cobham Mission Systems Orchard Park Inc.	10408383	BOSS AND SEAL FOR A HIGH-PRESSURE VESSEL
Cobham Mission Systems Orchard Park Inc.	D812704	LIFE VEST
Cobham Mission Systems Davenport LSS Inc.	7288462	BUFFER ZONE FOR THE PREVENTION OF METAL MIGRATION

PATENT APPLICATIONS

REGISTERED OWNER	APPLICATION NUMBER	PATENT
Cobham Mission Systems Davenport LSS Inc.	14/809885	SEALED CAVITY COMPRESSOR TO REDUCE CONTAMINANT INDUCTION
Cobham Advanced Electronic Solutions, Inc.	15/422336	SINGLE CHANNEL INTERFEROMETER WITH OPTICAL DELAY LINES
Cobham Mission Systems Davenport LSS Inc.	15/266,339	AERIAL REFUELING SYSTEM, APPARATUS AND METHODS
Cobham Mission Systems Davenport LSS Inc.	15/430,062	SYMMETRIC FLOATING COIL COMPRESSOR

SCHEDULE III

COPYRIGHTS

None.

COPYRIGHT APPLICATIONS

None.