

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610081

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Second Lien Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Phoenix Consulting Group, LLC		11/20/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Royal Bank of Canada, as Administrative Agent		
Street Address:	20 King Street West		
Internal Address:	4th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5H 1C4		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	6006633	PHOENIX CONSULTING GROUP	
Registration Number:	6063559	BECAUSE SMARTER WINS.	
CORRESPONDENCE DATA			
Fax Number:	2127514864		
<i>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.</i>			
Phone:	2129061216		
Email:	angela.amaru@lw.com		
Correspondent Name:	Latham & Watkins LLP c/o Angela M. Amaru		
Address Line 1:	885 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	050485-0117		
NAME OF SUBMITTER:	Angela M. Amaru		
SIGNATURE:	/s/ Angela M. Amaru		
DATE SIGNED:	11/20/2020		
Total Attachments: 10			
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SECOND LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT

This SECOND LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of November 20, 2020 (this “Agreement”), by DynCorp International LLC and Phoenix Consulting Group, LLC (each, a “Grantor”) in favor of Royal Bank of Canada, as administrative agent and collateral agent for the Secured Parties (in such capacity, the “Administrative Agent”).

Reference is made to that certain Second Lien Pledge and Security Agreement, dated as of January 31, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), among the Grantors party thereto and the Administrative Agent. The Lenders (as defined in the Credit Agreement (as defined below)) have extended credit to the Borrowers (as defined in the Credit Agreement) subject to the terms and conditions set forth in that certain Second Lien Term Loan Agreement, dated as of January 31, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among Amentum Parent Holdings LLC, Amentum Holdings LLC, Amentum Government Services Holdings LLC, Amentum N&E Holdings LLC, the Lenders from time to time party thereto and the Administrative Agent. Consistent with the requirements set forth in Sections 4.01 and 5.12 of the Credit 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 (including any terms defined therein by reference). Section 1.03 of the Credit Agreement shall apply to this Agreement mutatis mutandis.

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, each Grantor, pursuant to the Security Agreement, did, and hereby does, pledge, collaterally assign, mortgage and grant to the Administrative 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 rights, title and interests in, to and under all of the following personal property and other assets, whether now owned by or owing to, or hereafter acquired by or arising in favor of, such 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 issued Patents 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 hereto; 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 Administrative Agent herein are granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative 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.

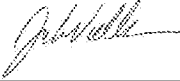
SECTION 4. **GOVERNING LAW.** THIS AGREEMENT, AND ANY CLAIM, CONTROVERSY OR DISPUTE (WHETHER IN TORT, IN CONTRACT, AT LAW OR IN EQUITY OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATED TO THIS AGREEMENT, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

SECTION 5. **Counterparts.** This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Agreement that is an Electronic Signature (as defined below) transmitted by facsimile or by email as a “.pdf” or “.tif” attachment that reproduces an image of an actual executed signature page shall be effective as delivery of a manually executed counterpart of this Agreement. The words “execution”, “signed”, “signature”, “delivery”, and words of like import in or relating to this Agreement shall be deemed to include Electronic Signatures, deliveries or the keeping of records in any electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system as the case may be. “Electronic Signature” means any electronic symbol or process attached to, or associated with, any contract or other record and adopted by a person with the intent to sign, authenticate or accept such contract or record.

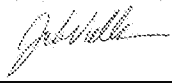
[Signature Pages Follow]

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

DYNCORP INTERNATIONAL LLC

By: 
Name: John Vollmer
Title: Chief Executive Officer

PHOENIX CONSULTING GROUP, LLC

By: 
Name: John Vollmer
Title: President

SCHEDULE I

TRADEMARK REGISTRATIONS

Name of Owner	Mark	Country	Reg. #/App.#	Reg. Date/ App. Date
DynCorp International LLC	Trademark "DI MOBILE"	USA	Registration No. 4,143,394 Application No. 85/101,787	Registered May 15, 2012
DynCorp International LLC	Service Mark 	USA	Registration No. 4,325,298 Application No. 85/479,839	Registered April 23, 2013
DynCorp International LLC	Service Mark "DynCorp International"	USA	Registration No. 4,325,297 Application No. 85/479,811	Registered April 23, 2013
Phoenix Consulting Group, LLC	Service Mark 	USA	Registration No. 6,006,633 Application No. 88/569,399	Registered March 10, 2020
Phoenix Consulting Group, LLC	Service Mark "BECAUSE SMARTER WINS."	USA	Registration No. 6,063,559 Application No. 88/664,809	Registered May 26, 2020
DynCorp International LLC	Trademark "WE SERVE TODAY FOR A BETTER TOMORROW"	USA	Registration No. 4,410,660 Application No. 85/854,616	Registered October 1, 2013

TRADEMARK APPLICATIONS

Name of Owner	Mark	Country	Reg. #/App.#	Reg. Date/ App. Date
DynCorp International LLC	Trademark "DYNLOGISTICS"	USA	Application No. 88/934,747	Filed May 27, 2020
DynCorp International LLC	Trademark "DYNAVIATION"	USA	Application No. 88/934,755	Filed May 27, 2020
DynCorp International LLC	Trademark "WE DELIVER READINESS"	USA	Application No. 88/934,761	Filed May 27, 2020
DynCorp International LLC	Trademark "WE SERVE, WE CARE, WE EMPOWER, WE PERFORM, WE DO THE RIGHT THING."	USA	Application No. 90/008,089	Filed June 18, 2020

SCHEDULE II

ISSUED PATENTS

None.

PATENT APPLICATIONS

None.

SCHEDULE III

COPYRIGHT REGISTRATIONS

<u>Name of Owner</u>	<u>Title</u>	<u>Reg. #/App.#</u>	<u>Reg. Date/App. Date</u>
Phoenix Consulting Group, LLC	Psychological Profiling Lesson Development	TXu001598517	2008-12-08
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. "Training on Neuro-Linguistic Programming, Cross-Cultural and Negotiation Skills," 5-day Course	TXu001577175	2007-09-19
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. PSYOP Officer Qualification Course (POQC)	TXu001577153	2007-09-19
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Analyst Support to HUMINT Training Program Course Overview	TXu001577152	2007-09-19
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Advanced Methods of Interrogation Training, JAIC	TXu001577140	2007-09-19
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. 10-Day Program on Negotiation and Mediation	TXu001577139	2007-09-19
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Counter-Terrorism Force Protection Threat Detection Training	TXu001577132	2007-09-19
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Advanced HUMINT Collection Techniques Course	TXu001577129	2007-09-19
Phoenix Consulting Group, LLC	Strategic Debriefing of Law Enforcement Sources (SDLES) Course	TX0007002730	2009-01-30
Phoenix Consulting Group, LLC	Source Management Course (SMC)	TX0007046759	2009-03-27
Phoenix Consulting Group, LLC	Surveillance Detection Course, Updated	TX0007078841	2009-04-16
Phoenix Consulting Group, LLC	Survival in a Changing World	TX0007027048	2009-02-09
Phoenix Consulting Group, LLC	Tactical Questioning Reference Booklet for NECC	TX0007046976	2009-03-20
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Training Video Vignettes	PAu003401892	2008-11-24
Phoenix Consulting Group, LLC	Rapport Building	TX0007037597	2009-03-02
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Defense Strategic Debriefing Course-Follow-On	TXu001577127	2007-09-19

Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Intelligence Support to Interrogation	TXu001577123	2007-09-19
Phoenix Consulting Group, LLC	Conference Intelligence Operations: A Target Rich Environment	Txu001596991	2008-11-26
Phoenix Consulting Group, LLC	Phoenix Consulting Group HUMINT Introduction for Analysts Course (HIAC)	TXu001574560	2007-09-17
Phoenix Consulting Group, LLC	Intelligence Support to Combating Terrorism / Phoenix Consulting, Inc.	TXu001574377	2007-09-17
Phoenix Consulting Group, LLC	Special Delivery: Presentation Strategies for Intelligence Professionals	TX0006959703	2008-12-22
Phoenix Consulting Group, LLC	Tactical Debriefing Course: Maritime Interdiction Operations	TX0006956692	2007-09-17
Phoenix Consulting Group, LLC	Medical Planning and Preparedness for the Traveler	TX0006953329	2008-12-12
Phoenix Consulting Group, LLC	HUMINT Operations Familiarization Course, Updated Course Materials	TX0006929834	2009-01-09
Phoenix Consulting Group, LLC	Defense Strategic Debriefing Course- Follow-On, updated and new materials	TX0006929827	2009-01-09
Phoenix Consulting Group, LLC	Joint Interrogation Course (I-10)	TX0006929788	2009-01-09
Phoenix Consulting Group, LLC	Special Counterintelligence Course: Operational Applications of Psychological Profiling for Military Intelligence	TX0006895840	2008-11-25
Phoenix Consulting Group, LLC	Eliciting the Information You Want and Need	TX0006895693	2008-11-25
Phoenix Consulting Group, LLC	Elicitation for Counter elicitation Professionals	TX0006895689	2008-11-25
Phoenix Consulting Group, LLC	HUMINT Operations Familiarization Course (HOFC)	TX0006861591	2007-09-25
Phoenix Consulting Group, LLC	Special Counterintelligence Training Course: Elicitation and Counter-Elicitation Strategies for Intelligence Professionals (JMITC)	TX0006851167	2007-09-19
Phoenix Consulting Group, LLC	Strategic Debriefing of Law Enforcement Sources Course	TX0006848662	2007-09-17
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Mediation and Negotiations, 5-day course	TX0006848630	2007-09-17
Phoenix Consulting Group, LLC	Interrogation Approaches: A Manual	TX0006508910	2006-10-23
Phoenix Consulting Group, LLC	Developing Counterintelligence for Business	TX0006953294	2008-12-12

Phoenix Consulting Group, LLC	Elicitation & Counter-elicitation Seminar: CI Awareness Program	TX0006909130	2008-12-10
Phoenix Consulting Group, LLC	Business Intelligence Academy	TX0006908622	2008-12-10
Phoenix Consulting Group, LLC	Legal and Ethical Issues of Business Intelligence	TX0006899096	2008-12-04
Phoenix Consulting Group, LLC	Operational Counterintelligence: The Basics	TX0006895429	2008-11-24
Phoenix Consulting Group, LLC	HUMINT Support to Maritime Interdiction Operations 5 week course	TX0006871359	2007-09-21
Phoenix Consulting Group, LLC	Pre-FTC Course	TX0006857103	2007-09-17
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc. Tactical Questioning Site Exploitation Course	TX0006851241	2007-09-17
Phoenix Consulting Group, LLC	Special Debriefing Course, Navy Norfolk	TX0006839369	2007-09-17
Phoenix Consulting Group, LLC	Phoenix Consulting Group, Inc.: Sensitive Site Exploitation Course	TX0006836409	2007-09-19
Phoenix Consulting Group, LLC	Surveillance Detection Course, August 2004	TX0006836399	2007-09-19
Phoenix Consulting Group, LLC	Competitive Assurance™: An AstraZeneca Professional Seminar	TX0006486798	2006-10-27
Phoenix Consulting Group, LLC	Counterintelligence Workshop: Understanding Competitive Assurance™	TX0006450839	2006-10-06
Phoenix Consulting Group, LLC	Primary Source Collection Operations	TX0006447086	2006-10-06
Phoenix Consulting Group, LLC	Building Your Human Source Network from the Inside	TX0006443853	2006-10-06
Phoenix Consulting Group, LLC	Advanced Military Source Operations Course (AMSOC)	TX0006400893	2006-06-27
Phoenix Consulting Group, LLC	Interpersonal Skills: A Tools and Techniques Seminar	TX0006400287	2006-06-26
Phoenix Consulting Group, LLC	Special Debriefing Course	TX0006376227	2006-05-15
Phoenix Consulting Group, LLC	Field Collectors Course	TX0006342929	2006-05-15
Phoenix Consulting Group, LLC	Business Intelligence Operations: Tradeshow and Conference Intelligence Operations in American Business	TX0006908563	2008-12-10
Phoenix Consulting Group, LLC	Counterterrorism/Terrorism Attack Cycle	TX0007077296	2009-04-16
Phoenix Consulting Group, LLC	Elicitation, Negotiations and Mediations for Civil Affairs	TX0007443180	2009-06-22
Phoenix Consulting Group, LLC	Generic Roles for Role-Players	TX0007099018	2009-06-28
Phoenix Consulting Group, LLC	I-10 Negotiations in Interrogation: An Introduction to the Art of Negotiations	TX0007095827	2009-06-19

Phoenix Consulting Group, LLC	Negotiations in Interrogation	TX0007114462	2009-06-25
Phoenix Consulting Group, LLC	Negotiations in Poland	TX0007443190	2009-06-25
Phoenix Consulting Group, LLC	Negotiations, 4-Hour Course	TX0007443184	2009-06-22
Phoenix Consulting Group, LLC	Negotiations, PCG	TX0007443187	2009-06-25
Phoenix Consulting Group, LLC	New Negotiations for Competitive Assurance	TX0007443196	2009-06-25
Phoenix Consulting Group, LLC	New NLP-US CA Teams April 2009	TX0007416414	2009-06-28
Phoenix Consulting Group, LLC	Advanced Debriefing and Elicitation Course	TX0007037539	2009-03-02
Phoenix Consulting Group, LLC	Advanced HUMINT Collection Techniques Course	TX0006975511	2009-01-06
Phoenix Consulting Group, LLC	Analyst Support to HUMINT Training Program Course Overview (ASH), new materials	TX0007416541	2009-02-20
Phoenix Consulting Group, LLC	Anxieties, Fears and Phobias (What's in Your Closet?)	TX0007029704	2009-02-12
Phoenix Consulting Group, LLC	Field Negotiations Course (FNC)	TX0007047039	2009-03-17
Phoenix Consulting Group, LLC	Battlefield HUMINT Collection Course (BHCC)	TX0007024375	2009-03-10
Phoenix Consulting Group, LLC	Business Intelligence Seminar, Preparing for the Battlefield	TX0007381934	2008-11-26
Phoenix Consulting Group, LLC	Competitive Intelligence for the Contracting Community (AKA: Competitive Counterintelligence)	TX0007014429	2009-02-03
Phoenix Consulting Group, LLC	Creating a Corporate Counterintelligence Program	TX0007015168	2009-02-03
Phoenix Consulting Group, LLC	Debriefing and Elicitation Course	TX0006961091	2008-12-23
Phoenix Consulting Group, LLC	Elicitation for Intelligence Professionals, 2-day Course	TX0006961156	2008-12-12
Phoenix Consulting Group, LLC	Models of Excellence	TX0007029742	2009-02-12
Phoenix Consulting Group, LLC	Observation Course	TXu001611599	2008-12-23
Phoenix Consulting Group, LLC	Operational HUMINT Officers Course (OHO)	TX0007038231	2009-03-02
Phoenix Consulting Group, LLC	Operational Influence Patterns for the Counterintelligence Professional	TX0007037613	2009-03-02
Phoenix Consulting Group, LLC	Practical Exercises in Negotiation	TX0007099030	2009-06-28
Phoenix Consulting Group, LLC	Phoenix Consulting Group 10-Week Interrogation Course, New Roles	TXu001676232	2010-01-05
DynCorp International LLC	DynCorp International Brochure	TX0008879893	2020-06-16
DynCorp International LLC	CRC-in-a-BOX.	TXu001813451	2012-01-20

DynCorp International LLC	TLS Mobile (DI Mobile)	TX0007351034	2010-12-09
Phoenix Consulting Group, LLC	The integrated business intelligence model.	VA0000947977	1998-09-10

COPYRIGHT APPLICATIONS

Name of Owner	Title	Reg. No.
Phoenix Consulting Group, LLC	Interrogation refresher course.	N/A
Phoenix Consulting Group, LLC	Pre-FTC course add-on materials.	N/A
Phoenix Consulting Group, LLC	New practical exercises for negotiations courses.	N/A
Phoenix Consulting Group, LLC	AMSOC additional materials.	N/A
Phoenix Consulting Group, LLC	Business Intelligence Operations: introduction and elicitation.	N/A
Phoenix Consulting Group, LLC	Conference Intelligence Operations, 1999.	N/A
Phoenix Consulting Group, LLC	Interrogation course (joint interrogation course)	N/A
Phoenix Consulting Group, LLC	Asymmetric warfare group course (AWG) or field negotiations course.	N/A
Phoenix Consulting Group, LLC	Battlefield HUMINT collection courses (BHCC).	N/A
Phoenix Consulting Group, LLC	Developing CI for business 1999.	N/A
Phoenix Consulting Group, LLC	Joint interrogations additional materials.	N/A
Phoenix Consulting Group, LLC	Video vignettes.	N/A