

08-10-1998

Patents
 Trademarks

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8-16-98

To the
Please



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ademarks:
py thereof.

1. Name of Party(ies) conveying an interest: Airway Industries, Inc. 10th and Factory Avenue Ellwood City, Pennsylvania 16117	2. Name and Address of Party(ies) receiving an interest: Name: <u>Fleet Capital Corporation</u> Internal Address: <u>Attention: Loan Administration Manager</u> Street Address: <u>15260 Ventura Boulevard, Suite 400</u> City: <u>Sherman Oaks</u> State: <u>California</u> Zip: <u>91403</u>
Entity: <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: <u>Pennsylvania</u> <input type="checkbox"/> Other _____	Entity: <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: <u>Rhode Island</u> <input type="checkbox"/> Other _____ Citizenship _____ If not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No
3. Interest Conveyed: <input type="checkbox"/> Assignment <input type="checkbox"/> Association <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other _____ Execution Date: <u>As of July 9, 1998</u>	

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached: Yes
 No

See Attached List of Trademarks and Trademark Applications.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Federal Research Corp.</u> Internal Address: <u>Suite 101</u> Street Address: <u>400 Seventh St NW</u> City: <u>Washington</u> State: <u>DC</u> Zip: <u>20004</u>	6. Number of applications, patents, or registrations involved: <u>76</u>
	7. Amount of fee enclosed or authorized to be charged: <u>\$1915.00</u>
	8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Date of execution of attached document As of July 9, 1998

10. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original documents.

08/11/1998 DNGUYEN 00000015 74642527

01 FC:481
02 FC:482

40.00 OP
1875.00 OP

July 27, 1998
Date

Wesley E. Odom
Signature

Wesley E. Odom
Name of Person Signing

AIRWAY INDUSTRIES - REGISTERED TRADEMARKS

U.S. and FOREIGN

LAW MANAGER - TRADEMARK LIST REPORT

Sort By Trademark

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
4 X 4 FOUR WHEEL DRIVE Airway Industries, Inc. UNITED STATES	74/642,527 2,049,665	03/06/1995 04/01/1997	04/01/2007	10
AD-BAG Airway Industries, Inc. UNITED STATES	1,211,548	**/**/**** 10/05/1982	10/05/2002	20
AIRPLANE DESIGN Airway Industries UNITED STATES	1,083,529	**/**/**** 01/24/1978	01/24/1998	20
AIRWAY Airway Industries, Inc. UNITED STATES	307,924	**/**/**** 11/14/1973	11/14/1993	10
AIRWAY INDUSTRIES INC. Airway Industries, Inc. UNITED STATES	1,103,893	**/**/**** 10/10/1978	10/10/1998	20
AMERICA'S LEADER IN SOFT-SIDED LUGGAGE Airway Industries, Inc. UNITED STATES	1,505,432	**/**/**** 09/20/1988	09/20/2008	20
ATLANTIC Airway Industries, Inc. TAIWAN	493,431	**/**/**** 09/01/1990	**/**/****	
ATLANTIC Airway Industries, Inc. MEXICO	337,999	**/**/**** 10/07/1987	**/**/****	
ATLANTIC Airway Industries, Inc. UNITED KINGDOM	1,344,049	**/**/**** 03/11/1988	05/11/2005	10 yrs.
ATLANTIC & DESIGN AIRWAY INDUSTRIES, INC. CANADA	119,187	**/**/**** 08/19/1960	08/19/2005	15 years
ATLANTIC & DESIGN Airway Industries, Inc. UNITED STATES	1,455,328	**/**/**** 09/01/1987	09/01/2007	20

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
ATLANTIC & DESIGN Airway Industries, Inc. MEXICO	338,001	**/**/**** 10/07/1987	**/**/****	
ATLANTIC (stylized) Airway Industries, Inc. UNITED STATES	816,805	**/**/**** 10/18/1966	10/18/1986	20
ATLANTIC (work & seahorse) Airway Industries AUSTRALIA	A512631	**/**/**** 06/13/1989	06/13/1996	7 yrs.
ATLANTIC AND SEA HORSE DESIGN Airway Industries, Inc. UNITED KINGDOM	1344395	**/**/**** 05/14/1988	05/14/2005	10 yrs.
ATLANTIC W/SEA HORSE Airway Industries, Inc. MEXICO	338,002	**/**/**** 10/07/1987	**/**/****	
ATLANTIC W/SEA HORSE DESIGN Airway Industries, Inc. UNITED STATES	855,756	**/**/**** 09/03/1968	09/03/1988	20
AVANTE (stylized) Airway Industries, Inc. UNITED STATES	766,545	**/**/**** 03/17/1964	03/17/1984	20
BENCHMARK DESIGN Airway Industries, Inc. UNITED STATES	1,223,019	**/**/**** 01/04/1983	01/04/2003	20
BOYLE & Design Airway Industries, Inc. UNITED STATES	669,458	**/**/**** 11/11/1958	11/11/1978	20
BRIEF-PAC Airway Industries, Inc. UNITED STATES	1,189,323	**/**/**** 02/09/1982	02/09/2002	20
CAMELOT Airway Industries UNITED STATES	989,933	**/**/**** 08/06/1974	08/06/1994	20
CARA Airway Industries, Inc. UNITED STATES	1,244,468	**/**/**** 07/05/1983	07/05/2003	20
CLARION ATTACHE Airway Industries, Inc. UNITED STATES	1,112,739	**/**/**** 02/06/1979	02/06/1999	20

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
COBALT Airway Industries, Inc. UNITED STATES	75/173,535 2,120,632	09/30/1996 12/09/1997	12/09/2007	10
CONCEPT Airway Industries, Inc. UNITED STATES	1,202,709	**/**/**** 07/27/1982	07/27/2002	20
DESIGN OF SEA HORSE Airway Industries, Inc. UNITED STATES	504,356	**/**/**** 11/30/1948	11/30/1988	20
DESIGN OF ZIPPER PULL Airway UNITED STATES	1,223,018	**/**/**** 01/04/1983	01/04/2003	20
DISCOVERY Airway Industries, Inc. UNITED STATES	857,291	**/**/**** 09/24/1968	09/24/1988	20
DU-ALL Airway Industries, Inc. UNITED STATES	1,177,274	**/**/**** 11/10/1981	11/10/2001	20
DUAL PAC Airway Industries, Inc. UNITED STATES	1,166,511	**/**/**** 08/25/1981	08/25/2001	20
DURATEX Airway Industries, Inc. UNITED STATES	74/115,381 1,658,250	11/14/1990 09/24/1991	09/24/2001	10
ENCORE Airway Industries, Inc. UNITED STATES	989,934	**/**/**** 08/06/1974	08/06/1994	10
ENCORE AND DESIGN Airway Industries UNITED STATES	74/287,653 1,752,568	06/22/1992 02/16/1993	02/16/2003	10
ENCORE DESIGN Airway UNITED STATES	1,223,020	**/**/**** 01/04/1983	01/04/2003	20
ESCAPADE Airway Industries, Inc. UNITED STATES	955,527	**/**/**** 03/20/1973	03/20/1993	10
EUROPA Airway Industries, Inc. UNITED STATES	880,282	**/**/**** 11/11/1969	11/11/1989	20

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
EXPEDITOR I Airway Industries, Inc. UNITED STATES	891,142	**/**/**** 05/19/1970	05/19/1990	10
FANCY-FREE Airway Industries, Inc. UNITED STATES	977,956	**/**/**** 02/05/1974	02/05/1994	10
GALAXY Airway Industries, Inc. UNITED STATES	693,658	**/**/**** 03/01/1960	03/01/1980	20
GRAND TOUR Airway Industries, Inc. UNITED STATES	854,421	**/**/**** 08/13/1968	08/13/1988	20
GRASSHOPPER Airway Industries, Inc. UNITED STATES	1,466,346	**/**/**** 11/24/1987	11/24/2007	20
IMPACT Airway Industries, Inc. UNITED STATES	75/141,469 2,059,485	07/29/1996 05/06/1997	05/06/2007	10
INFINITY Airway Industries, Inc. UNITED STATES	1,202,710	**/**/**** 07/27/1982	07/27/2002	20
JET-LITE Airway Industries, Inc. UNITED STATES	697,302	**/**/**** 05/10/1960	05/10/1980	20
LA MIRADA Airway Industries, Inc. UNITED STATES	1,201,107	**/**/**** 07/13/1982	07/13/2002	20
LEISUREWARE Airway Industries, Inc. UNITED STATES	1,186,757	**/**/**** 01/19/1982	01/19/2002	20
MARCO POLO QUALITY LUGGAGE and Design Bottega Veneta, Inc. UNITED STATES	635,733	**/**/**** 10/16/1956	10/16/1976	20
MARQUIS Airway Industries UNITED STATES	1,082,536	**/**/**** 01/17/1978	01/17/1998	20
MISCELLANEOUS DESIGN Airway Industries, Inc. UNITED STATES	1,179,160	**/**/**** 11/24/1981	11/24/1981	20

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
MONACO Airway Industries, Inc. UNITED STATES	1,425,754	**/**/**** 01/20/1987	01/20/2007	20
MONTEGO Airway Industries, Inc. UNITED STATES	891,143	**/**/**** 05/19/1970	05/19/1990	10
NEWPORT Airway Industries, Inc. UNITED STATES	1,425,753	**/**/**** 01/20/1987	01/20/2007	20
OPTIMA Airway Industries UNITED STATES	74/453,208 1,858,614	10/27/1993 10/18/1994	10/18/2004	10
PERM-I-DENT Airway Industries, Inc. UNITED STATES	814,772	**/**/**** 09/13/1966	09/13/1986	20
PRIMAVERA Airway Industries, Inc. UNITED STATES	1,199,558	**/**/**** 06/29/1982	06/29/2002	20
RADIUS Airway Industries, Inc. UNITED STATES	74/628,515 2,037,646	02/01/1995 02/11/1997	02/11/2007	10
RENDEZVOUS Airway Industries, Inc. UNITED STATES	1,508,134	**/**/**** 10/11/1988	10/11/2008	20
ROYAL TOUR Airway Industries, Inc. UNITED STATES	1,177,226	**/**/**** 11/10/1981	11/10/2001	20
SAC-PAC Airway Industries, Inc. UNITED STATES	1,189,324	11/25/1980 02/09/1982	02/09/2002	20
SEA HORSE DESIGN AIRWAY INDUSTRIES, INC. UNITED STATES	73/752,635 1,629,175	09/19/1988 12/25/1990	12/25/2000	10 years
SEAHORSE DESIGN Airway Industries, Inc. THAILAND	194,507/137,35	**/**/**** **/**/****	**/**/****	
SHU-PAK & Design Airway Industries, Inc. UNITED STATES	819,329	**/**/**** 11/29/1966	11/29/1986	20

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
SILVER EAGLE Airway Industries, Inc. UNITED STATES	1,197,897	**/**/**** 06/15/1982	06/15/2002	20
SPACE-MATE Airway Industries, Inc. UNITED STATES	1,507,167	**/**/**** 10/04/1988	10/04/2008	20
SPACE-WAY Airway Industries, Inc. UNITED STATES	690,375	**/**/**** 12/29/1959	12/29/1979	20
SPORTSWARE Airway Industries, Inc. UNITED STATES	1,226,657	**/**/**** 02/08/1983	02/08/2003	20
TITANIUM Airway Industries, Inc. UNITED STATES	75/107,467 2,102,282	05/21/1996 09/30/1997	09/30/2007	10
TORONADO Airway Industries UNITED STATES	833,861	**/**/**** 08/22/1967	08/22/1987	20
TRI-FOLD Airway Industries, Inc. UNITED STATES	1,508,133	**/**/**** 10/11/1988	10/11/2008	20
UNI-MOLD Airway Industries, Inc. UNITED STATES	1,232,763	**/**/**** 03/29/1983	03/29/2003	20
VAL-A-MATE Airway Industries, Inc. UNITED STATES	1,390,795	**/**/**** 04/22/1986	04/22/2006	20
VAL-A-PAK Airway Industries UNITED STATES	320,668	**/**/**** 01/01/1935	01/01/1995	10
VISTA Airway Industries, Inc. UNITED STATES	1,509,244	**/**/**** 10/18/1988	10/18/2008	20

AIRWAY INDUSTRIES - PENDING TRADEMARK APPLICATIONS
U.S. and FOREIGN

LAW MANAGER - TRADEMARK LIST REPORT

Sort By Trademark

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term

ATLANTIC & Design Airway Industries, Inc. CANADA	637,894	**/**/**** **/**/****	**/**/****	
ATLANTIC & Design Airway Industries KOREA	14515/1989	06/09/1989 **/**/****	**/**/****	
ATLANTIC (& seahorse design) JAPAN		**/**/****	**/**/****	
ATLANTIC (& seahorse design) HONG KONG		**/**/****	**/**/****	
ATLANTIC CORPORATE ESSENTIALS Airway Industries, Inc. UNITED STATES		**/**/**** **/**/****	**/**/****	
ATLANTIC EPIC Airway Industries, Inc. UNITED STATES	75/436,208	02/18/1998 **/**/****	**/**/****	
ATLANTIC LUGGAGE CO. SINCE 1919 Airway Industries, Inc. UNITED STATES	75/399,036	12/02/1997 **/**/****	**/**/****	
BACK BRIEF Airway Industries, Inc. UNITED STATES	75/368,151	10/06/1997 **/**/****	**/**/****	
CELSIUS Airway Industries, Inc. UNITED STATES	75/221,594	01/06/1997 **/**/****	**/**/****	
COMPASS UNITED STATES		**/**/****	**/**/****	
ETERNITY Airway Industries, Inc. UNITED STATES	75/137,637	07/22/1996 **/**/****	**/**/****	

Trademark Applicant Country	Serial No. Reg. No.	Filing Date Reg. Date	Renewed	Term
EVO Airway Industries, Inc. UNITED STATES	75/324,531	07/15/1997 **/**/****	**/**/****	
PENDULUM Airway Industries, Inc. UNITED STATES	75/372,289	10/14/1997 **/**/****	**/**/****	
PEREGRINE Airway Industries, Inc. UNITED STATES	75/109,263	05/24/1996 **/**/****	**/**/****	
PEREGRINE Airway Industries, Inc. CANADA	817687	07/11/1996 **/**/****	**/**/****	
SYMMETRY Airway Industries, Inc. UNITED STATES	75/421,829	01/22/1998 **/**/****	**/**/****	
VAL-A-PAK Airway Industries, Inc. CANADA	790630	08/21/1995 **/**/****	**/**/****	

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July 9, 1998, is executed by Airway Industries, Inc., a Pennsylvania corporation ("Borrower"), in favor of Fleet Capital Corporation ("Agent"), for itself and as agent for certain lenders ("Lenders").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof ("Loan Agreement") among Borrower, Lenders and Agent, Agent and Lenders have agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Agent; and

D. Pursuant to the Security Agreement, Borrower has granted to Agent a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

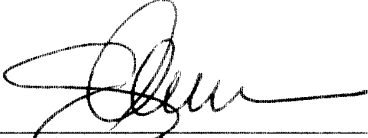
Borrower does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Agent's address is:

Fleet Capital Corporation
15260 Ventura Boulevard
Suite 400
Sherman Oaks, California 91403
Attn: Loan Administration Manager
Telecopier No.: (818) 382-4291

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed as of the day and year first above written.

AIRWAY INDUSTRIES, INC.

By: 
Name: GARY F. CERRONE
Title: VICE PRESIDENT & GENERAL MANAGER

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
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See attached.

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DOCSLA1:263216.1

RECORDED: 08/10/1998

TRADEMARK
REEL: 1771 FRAME: 0317