

Mld
1-13-99

01-14-1999



100942223

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

US Salt, LLC (f/k/a US Salt Corporation)
3740 Beach Blvd., Suite 306
Jacksonville, Florida 32207

- Individual(s)
- General Partnership
- Corporation
- Other Delaware Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Street Address: 101 North Tryon Street, 15th Floor
Internal Address: One Independence Center, NC1-001-15-03
City: Charlotte State: North Carolina Zip: 28255

- Individual(s) citizenship
- Association
- General Partnership

- Limited Partnership
- Corporation
- Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Notice of Grant of Security Interest In Trademarks
- Merger
- Change of Name

Execution Date: December 31, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): N/A

B. Trademark Registration No.(s): 1,375,352 876,134
872,830 901,665

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.4): \$ 115.00
 Enclosed
 Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

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 document.

Mark H. Webbink, Esq.
Name of Person Signing

[Signature] 1/8/99
Signature Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

TIM KROLL
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

1/8/99
(Date of Signature)

01/14/1999 TT011 0000023 1375352

01 FC:481
02 FC:482

40.00 OP
75.00 OP

file OK

NOTICE OF
GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 31, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

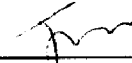
<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A.

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

US SALT, LLC (f/k/a US Salt Corporation)

By: 
Name: Jai Singh
Title: Authorized Signatory

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: _____
Name: _____
Title: _____

NOTICE OF
GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 31, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A.

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

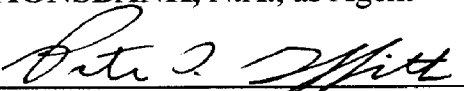
Very truly yours,

US SALT, LLC (f/k/a US Salt Corporation)

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

NATIONS BANK, N.A., as Agent

By: 
Name: Peter D. Griffith
Title: S.V.P.

Schedule A

US Salt Corporation

U.S. Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date
RESINGARD	1,375,352	12/17/85
TX-10	876,134	9/2/69
TNA.5	872,830	7/15/69
TX-10	901,665	11/3/70

DUR1\MHW\INTP\219983_1

RECORDED: 01/13/1999

**TRADEMARK
REEL: 1839 FRAME: 0159**