

03-23-1999

Form PTO-1594
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 3/17/99

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

1. Name of conveying party(ies):
Chemical Leaman Tank Lines, Inc.

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State: Pennsylvania
 Other _____

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

2. Name and address of receiving party(ies): 0: 54

Name: Credit Suisse First Boston

Internal Address: _____

Street Address: 11 Madison Avenue

City: New York State: New York ZIP: 10010

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- Banking
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 28, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\

1,748,916

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

Name: Kimberly Miller

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

03/22/1999 JSHABAZZ 00000216 1749916
01 FC:481 40.00 DP

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.

Kimberly V. Miller *K.V. Miller* 3/16/99
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT OF SECURITY INTEREST
IN CERTAIN PATENTS AND TRADEMARKS

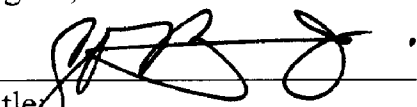
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Chemical Leaman Tank Lines, Inc., a Pennsylvania corporation (the "Assignor") with principal offices at 102 Pickering Way, Exton, Pennsylvania 19341-0200, hereby assigns and grants to Credit Suisse First Boston, as Collateral Agent (the "Assignee") with principal offices at 11 Madison Avenue, New York, New York 10010, a security interest in (i) all of the Assignor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto; (ii) all of the Assignor's right, title and interest in and to the patents and patent applications (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and, (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT, effective as of August 28, 1998, is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement, among Assignor, the other assignors from time to time party thereto and the Assignee, dated as of June 9, 1998 and amended and restated as of August 28, 1998 (as so amended and restated and as the same may be further amended, amended and restated, modified and/or supplemented from time to time, the "Security Agreement").

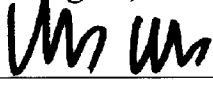
This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 28th day of August, 1998.

CHEMICAL LEAMAN TANK LINES, INC., as Assignor,

By 
Title: _____

CREDIT SUISSE FIRST BOSTON, as Collateral Agent, as Assignee

By 
Title: _____

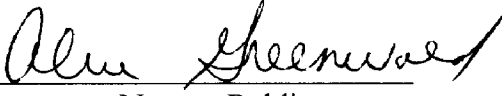


**ROBERT HETU
VICE PRESIDENT**

**BILL O'DALY
VICE PRESIDENT**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of August, 1998, before me personally came
Charles J O'Brien who, being by me duly sworn, did state as follows: that he is
Vice President of CHEMICAL LEAMAN TANK LINES, INC., that he is authorized to
execute the foregoing Assignment on behalf of said corporation and that he did so by authority of
the Board of Directors of said corporation.



Notary Public

ALICE GREENWALD
Notary Public, State of New York
No. 31-4506277
Qualified in New York County
Commission Expires December 31, 1999

TRADEMARKS

Trademark

Registration Number

Registration Date

CHEMSHUTTLE

1,748,916

January 26, 1993

Patents and Patent Applications
Owned By Chemical Leaman Tank Lines, Inc.

Patent

Patent No.

Issue Date