

07.07.00

08-01-2000

#

Form PTO-1094 1-31-92 JUL 06 2000

RECORDATION FORM COVER TRADEMARKS OFFICE



ERCE

101418970

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

1. Name of conveying party(ies): Professional Drivers, Inc.
Individuals Association
General Partnership Limited Partnership
Corporation - State: Colorado
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Bankers Trust Company
Internal Address: One Bankers Trust Plaza
Street Address: 130 Liberty Street
City: New York State: New York ZIP: 10006

3. Nature of conveyance:
Assignment Merger
Security Interest Change of Name
Other
Execution Date: December 27, 1999

Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation
Other - Collateral Agent
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)
2,062,248

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian Jaenicke, Legal Assistant
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, in case of deficiency
8. Deposit account number:
(23-1705 in case of deficiency)
(Attach duplicate copy of this page 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.
Brian T. Jaenicke
Name of Person Signing

Signature: [Handwritten Signature]
Date: 7/6/00
Total number of pages comprising cover sheet: 1

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

Do not detach this portion

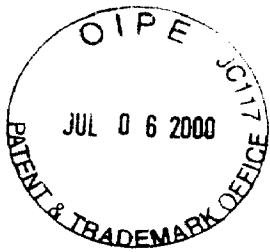
07/31/2000 MTHAI1 00000254 2062146

01 FC:481

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.



**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, PROFESSIONAL DRIVERS, INC., a Colorado corporation (the "Grantor") with principal offices at 222 W. Las Colinas Blvd., Suite 1250, Irving, Texas, 75039, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December ____, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as 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

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 27th day of December, 1999.

PROFESSIONAL DRIVERS, INC.,
as Grantor

By Joe Kelly
Name: Joe Kelly
Title: Vice President

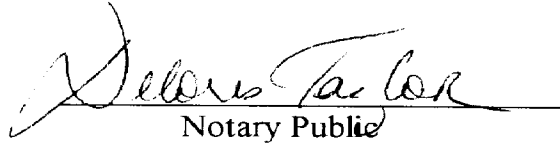
BANKERS TRUST COMPANY
as Collateral Agent and Grantee

By Susan L. LeFevre
Name:
Title: **SUSAN L. LE FEVRE
DIRECTOR**

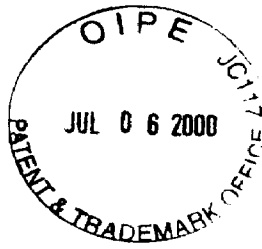


STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27th day of December, 1999, before me personally came Susan L. LeFevre, who, being by me duly sworn, did state as follows: that [s]he is Director of Bankers Trust Company, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000



SCHEDULE A

Mark	Registration (Application) Number	Registration (Application) Date
PRODRIVERS	2,062,248	May 13, 1997

(i)