
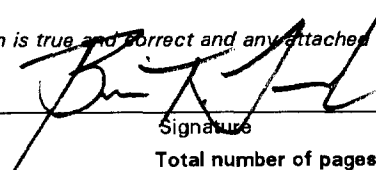


10-11-2000

8.29.00

Form PTO-1594 1-31-92	R	 101483762	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies): Hvide Marine Incorporated <input type="checkbox"/> Individual <input type="checkbox"/> General Partnership - <input checked="" type="checkbox"/> Corporation - State: Delaware <input type="checkbox"/> Other - Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Code: 10006 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation - _____ <input checked="" type="checkbox"/> Other - Collateral Agent If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Security Interest <input type="checkbox"/> Other - <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name Execution Date: December 15, 1999		4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/143049 Trademark Registration No.(s)\ SEE ATTACHEHD SCHEDULE A Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
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: 4 7. Total fee (37 CFR 3.41): \$ 115.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 23-1705 (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 40%;"> Brian T. Jaenicke Name of Person Signing </div> <div style="width: 40%; text-align: center;">  Signature </div> <div style="width: 20%; text-align: center;"> 8/29/00 Date </div> </div> <div style="text-align: right; margin-top: 5px;"> Total number of pages comprising cover sheet: 1 </div>			
OMB No. 0651-0011 (exp. 4/94) Do not detach this portion Mail documents to be recorded with required cover sheet information to: <div style="text-align: center; margin: 10px 0;"> Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231 </div> <p>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.</p>			

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02 FC:482 75.00 CHTRADEMARK
REEL: 002152 FRAME: 0542

<u>Marks</u>	<u>Registration/Serial No.</u>	<u>Registration Date</u>
SDM	75-143049	July 31, 1996 (Filing Date)
H and Flag Design (Design plus words, letters and/or numbers)	1,895,264	May 23, 1995
Series 2000 (Abandoned)	184,250	July 11, 1991 (Filing Date)
Series 2000 (Replaces 184,250)	713,733	August 10, 1995 (Filing Date)

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Hvide Marine Incorporated, a Delaware corporation (the "Assignor") with principal offices at 2200 Eller Drive, P.O. Box 13038, Ft. Lauderdale, FL. 33316, 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 "Assignee"), a security interest in (i) all of the Assignor'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 of the Assignor's rights, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products 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.

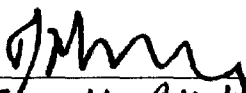
THIS ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of December 15, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment.

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

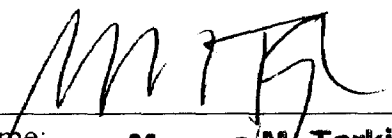
* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 15th day of December, 1999.

HVIDE MARINE INCORPORATED, Assignor

By 
Name: John H. Blankley
Title: Executive Vice President and
Chief Financial Officer

BANKERS TRUST COMPANY,
as Collateral Agent and Assignee

By 
Name: Marcus M. Tarkington
Title: Principal

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

On this 15th day of December, 1999, before me personally came _____

John B. Blankley who, being by me duly sworn, did state as follows: that [s]he is
Executive Vice President & CFO of Hvide Marine Incorporated, that [s]he is authorized to execute the
foregoing Assignment on behalf of said corporation and that [s]he did so by authority of the
Board of Directors of said corporation.

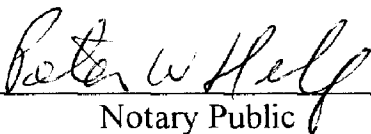


Notary Public

NATASHA L. G. BEUCHERT
Notary Public, State of New York
No. 01BE6021606
Qualified in New York County
Commission Expires March 15, 2001

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

On this 21st day of JANUARY, 2000, before me personally came MARCUS
TARKINGTON who, being by me duly sworn, did state as follows: that [s]he is
PRINCIPAL of Bankers Trust Company that [s]he is authorized to execute the
foregoing Assignment on behalf of said corporation and that [s]he did so by authority of the
Board of Directors of said corporation.


Notary Public

PETER W. HELF
Notary Public, State of New York
No. 01HE6030586
Qualified in Suffolk County
Commission Expires September 13, 2001