

08-07-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

REC



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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101802361

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

1. Name of conveying party(ies):
California Private Transportation
Company, L.P.
180 North Riverview Drive, Suite 290
Anaheim, California 92808

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

7-30-01

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: July 25, 2001

2. Name and address of receiving party(ies)

Name: First Union National Bank

Internal

Address: Suite 1050

Street Address: 5847 San Felipe

City: Houston State: Texas Zip: 77057

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

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)
75/210,900

B. Trademark Registration No.(s)
2,176,198
2,258,405
2,261,847
2,422,438

Additional number(s) attached Yes No

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

Name: Seana H. Smith

Internal Address:

King & Spalding

Street Address: 1185 Avenue of the

Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 5

.....

7. Total fee (37 CFR 3.41).....\$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-0980

(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.

Seana H. Smith
Name of Person Signing

Seana H. Smith
Signature

July 30, 2001
Date

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

08/06/2001 6TON11 00000121 75210900

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 DP
100.00 DP

TRADEMARK
REEL: 002342 FRAME: 0581

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, California Private Transportation Company, L.P., a limited partnership organized under the laws of the state of California (the "**Grantor**") with principle offices at 180 North Riverview Drive, Suite 290, Anaheim, California 92808, hereby assigns and grants to First Union National Bank, a national banking association, as Trustee, with principal offices at 5847 San Felipe, Suite 1050, Houston, Texas 77057 (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 (except for intent to use applications for trademark registrations filed pursuant to Section 1(b) of the Lanham Act unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of the Lanham Act has been filed) (the "**Marks**") set forth on Schedule A attached hereto, (ii) all proceeds 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 Secured Claims of the Grantor, as such term is defined in the Security Agreement between the Grantor and the Grantee, dated as of July 25, 2001 (as amended from time to time, the "**Security Agreement**"). Upon the payment in full of the Secured Claims, 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 25th day of July, 2001.

CALIFORNIA PRIVATE TRANSPORTATION
COMPANY, L.P., Grantor

By: Express Lanes, Inc.,
its General Partner

By: Robert S. Ludvik
Name: Robert S. Ludvik
Title: President

FIRST UNION NATIONAL BANK, a national
banking association acting as Trustee and
Grantee

By: Kevin M. Dobrava
Name: Kevin M. Dobrava
Title: Vice President

STATE OF New York)

COUNTY OF New York)

On this 25th day of July, 2002, before me personally came Robert J. Ludvik, who, being by me duly sworn, did state as follows: that [s]he is President of California Private Transportation Company, L.P., that [s]he is authorized to execute the foregoing Grant on behalf of said limited partnership and that [s]he did so by authority of the general and limited partners of said limited partnership.

Sarah T. Versacci
Notary Public

SARAH T. VERSACCI
Notary Public, State of New York
No. 01VE6042714
Qualified in West County
Commission Expires June 5, 2002

STATE OF New York)

COUNTY OF New York)

On this 25th day of July, 2001, before me personally came Kevin M. Debrava, who, being by me duly sworn, did state as follows: that [s]he is Vice President of First Union National Bank, 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.

Sarah T. Versacci
Notary Public

SARAH T. VERSACCI
Notary Public, State of New York
No. 01VE6042714
Qualified in West County
Commission Expires June 5, 2002

SCHEDULE A

Trademark Name	Serial Number	Registration Number	Registration Date
The Lane Change That Could Change Your Life	75-210847	2176198	July 28, 1998
91 Express Lanes The Lane Change That Could Change Your Life	75-210900	N/A	Abandoned
The Toll Road Without Toll Booths	75-210922	2258405	July 6, 1999
91 Express Lanes	75-210921	2261847	July 20, 1999
3+ Lane	75-211059	2422438	January 23, 2001