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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

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

<p>1. Name of conveying party(ies): TransMontaigne Inc. <u>07-05-02</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Fleet National Bank</u></p> <p>Internal Address: Street Address: <u>100 Federal Street</u></p> <p>City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input type="checkbox"/> Corporation-State: _____ <input checked="" type="checkbox"/> Other: <u>National Association</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>June 27, 2002</u></p>	

4. Application Number(s) or Registration Number(s):

<p>A. Trademark Application No.(s):</p>	<p>B. Trademark Registration No.(s): <u>2,434,769</u> <u>2,424,751</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Erin A. Dugan</u> <u>ROPES & GRAY</u></p> <p>Internal Address: <u>Atty. Dkt.: BKOB-891</u></p> <p>Street Address: <u>One International Place</u></p> <p>City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110-2624</u></p>	<p>6. Total Number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>65.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Deposit account number: <u>18-1945</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Edward J. Kelly [Signature] July 3, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on the date shown below.

Dated: 7/3/02 Signature: [Signature] (Edward J. Mullins)

08/01/2002 TDIAZI 8853726.1
01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK
REEL: 002553 FRAME: 0975

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of June 27, 2002 between TransMontaigne Inc., a Delaware corporation (the "Mark Owner"), having a place of business at 2750 Republic Plaza, 370 17th Street, Denver, Colorado 80202, and Fleet National Bank, as Collateral Agent (the "Secured Party") for itself and the other Lenders (as defined in the Security Agreement referred to below) under the Security Agreement (as defined below), having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Security Agreement dated as of January 13, 2000, as amended and restated effective as of June 27, 2002 in effect from time to time (the "Security Agreement"), among the Mark Owner, certain of its Subsidiaries from time to time party thereto, Fleet National Bank, as Collateral Agent for itself and the other Lenders, and Fleet National Bank, as administrative agent (the "Agent") under the Credit Agreement (as defined in the Security Agreement), the Mark Owner has granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral"). Terms defined in the Security Agreement and not otherwise defined herein are used herein with the meanings so defined.

2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

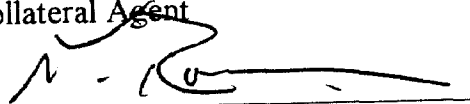
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:
TRANSMONTAIGNE INC.



Name: Donald H. Anderson
Title: President

Secured Party:
FLEET NATIONAL BANK, as
Collateral Agent



Name: Terrence Ronan
Title: Managing Director

EXHIBIT A

Mark	Registration Number	Registration Date	Serial Number	Filing Date
TRANSMONTAIGNE	2,434,769	March 13, 2001	75/771491	August 2, 1999
TM	2,424,751	January 30, 2001	75/767826	August 4, 1999