

01-30-2004

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102658435

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

1. Name of conveying party(ies):
YELLOW ROADWAY CORPORATION (F/K/A YELLOW CORPORATION)

- ☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership
☒ Corporation-State - Delaware
☐ Other:

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other

Execution Date: December 11, 2003

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

A. Trademark Application No.(s):

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

Name: Deutsche Bank AG

Internal Address:

Street Address: 60 Wall Street, MS NYC60-4305

City: New York State: NY ZIP: 10005-2858

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
☒ Other Collateral Agent

OPR/FINANCE
 JAN 26 AM 7:55

Trademark Registration No.(s)

2014616

Additional numbers attached? ☒ Yes ☐ No

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

Name: Meredith Schorr

Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved

20

7. Total fee (37 CFR 3.41): \$515.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

23-1705 (in event 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.

Rachael Sanderson

Name of Person Signing

Signature

1/26/04

Date

Total number of pages comprising cover sheet:

1

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

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

Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450

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01/29/2004 ECOOPER 00000160 2014616

01 FD:8521
02 FD:852240.00 OP
475.00 OP

NEWYORK 3323041 (2K)

TRADEMARK
 REEL: 002909 FRAME: 0439

SCHEDULE OF MARKS AND APPLICATIONS

<u>Owner</u>	<u>Marks</u>	<u>Country</u>	<u>Registration No./ Serial No.</u>
Yellow Roadway Corporation	2-DAY USA	United States	Reg.# 2,014,616
Yellow Roadway Corporation	BECAUSE IT'S NOT BUSINESS AS USUAL	United States	Reg.# 1,848,739
Yellow Roadway Corporation	DELIVERING A WORLD OF LTL SOLUTIONS	United States	Reg.# 2,070,771
Yellow Roadway Corporation	INTELLIGENT SOLUTIONS.	United States	Ser. # 76/561488
Yellow Roadway Corporation	POWERFUL RESULTS.	United States	Reg.# 1,895,361
Yellow Roadway Corporation	MERGE-IN-TRANSIT	United States	Reg.# 1,895,361
Yellow Roadway Corporation	PC RESOURCE	United States	Reg.# 2,068,834
Yellow Roadway Corporation	RESOURCE	United States	Reg.# 1,769,509
Yellow Roadway Corporation	TRANSFORMATION	United States	Ser.# 76/498,999
Yellow Roadway Corporation	VOLUME ADVANTAGE	United States	Ser.# 76/561487
Yellow Roadway Corporation	WESTEX	United States	Reg.# 2,127,560
Yellow Roadway Corporation	YCS INTERNATIONAL	United States	Reg.# 2,314,025
Yellow Roadway Corporation	YCS INTERNATIONAL and Design	United States	Reg.# 2,311,486
Yellow Roadway Corporation	YELLOW	United States	Reg.# 1,212,749
Yellow Roadway Corporation	YELLOW and Design	United States	Reg.# 1,212,751
Yellow Roadway Corporation	YELLOW and Design (in black border)	United States	Reg.# 1,212,750
Yellow Roadway Corporation	YELLOW CORPORATION	United States	Reg.# 1,866,137
Yellow Roadway Corporation	YELLOW GPS	United States	Ser.# 78/291,948
Yellow Roadway Corporation	YELLOW ROADWAY	United States	Ser.# 76/561489
Yellow Roadway Corporation	YELLOW TRANSPORTATION	United States	Ser.# 76/561486
Yellow Roadway Corporation	YGPS YELLOW GLOBAL PERSONALIZED SERVICE	United States	Ser.# 76/561485

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, YELLOW ROADWAY CORPORATION (F/K/A YELLOW CORPORATION), a Delaware corporation (the "Grantor") with principal offices at 10990 Roe Avenue, Overland Park, Kansas 66211, hereby grants to DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, with principal offices at 60 Wall Street, MS NYC60-4305, New York, New York 10005-2858, (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 11, 2003 (as amended, modified, restated and/or supplemented 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.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

11th day of December, 2003.

YELLOW ROADWAY CORPORATION (F/K/A
YELLOW CORPORATION), Grantor

By Stephen Bruffett
Name: Stephen L. Bruffett
Title: Vice President and Treasurer

DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent and Grantee

By Marguerite Sutton
Name: **Marguerite Sutton**
Title: **Vice President**

By Diane F. Rolfe
Name: Diane F. Rolfe
Title: **VICE PRESIDENT**

STATE OF NEW YORK)
) ss.:

COUNTY OF NEW YORK)

On this 11th day of December, 2003, before me personally came
Stephen L. Bruffett who, being by me duly sworn, did state as follows: that [s]he is
Vice President and Treasurer of YELLOW ROADWAY CORPORATION (F/K/A YELLOW
CORPORATION), 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.

Annelys Fernandez
Notary Public

ANNELYS FERNANDEZ
Notary Public, State of New York
No. 01FE6048139
Qualified in New York County
Commission Expires Sept. 18, 2006

STATE OF NEW YORK)
) ss:

COUNTY OF NEW YORK)

On this 11th day of December, 2003, before me personally came
Marquette Sutton who, being by me duly sworn, did state as follows: that [s]he is
Vice President of DEUTSCHE BANK AG, NEW YORK BRANCH, that [s]he is
authorized to execute the foregoing Grant on behalf of said entity and that [s]he did so by
authority of the Board of Directors of said entity.

Anhelys Fernandez
Notary Public

ANHELYS FERNANDEZ
Notary Public, State of New York
No. 01FE6048139
Qualified in New York County
Commission Expires Sept. 18, 2006

STATE OF NEW YORK)
) ss:

COUNTY OF NEW YORK)

On this 11th day of December, 2003, before me personally came
Diane F. Rolfe who, being by me duly sworn, did state as follows: that [s]he is
Vice President of DEUTSCHE BANK AG, NEW YORK BRANCH, that [s]he is
authorized to execute the foregoing Grant on behalf of said entity and that [s]he did so by
authority of the Board of Directors of said entity.

Anhellys Fernandez

Notary Public

ANHELYS FERNANDEZ
Notary Public, State of New York
No. 01FE6048139
Qualified in New York County
Commission Expires Sept. 18, 2006