

05-10-2004

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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ET 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.

1. Name of conveying party(ies): PETROCOM LLC 5.3.04
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
[X] Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)
Name: CIT LENDING SERVICES CORPORATION
Internal
Address: c/o CIT Group, Inc.
Street Address: 1 CIT Drive
City: Livingston State: NJ Zip: 07039
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] 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

3. Nature of conveyance:
[ ] Assignment [ ] Merger
[X] Security Agreement [ ] Change of Name
[ ] Other
Execution Date: March 12, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See Schedule A of Security Agreement
Additional number(s) attached [X] Yes [ ] No

B. Trademark Registration No.(s)
See Schedule A of Security Agreement
Additional number(s) attached [X] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Renato L. Smith, Esq.
Internal Address: Bell, Boyd & Lloyd LLC
Street Address: P.O. Box 1135
City: Chicago State: IL Zip: 60690

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$ 265.00
[ ] Enclosed
[X] Authorized to be charged to deposit account

8. Deposit account number: 02-1818

DO NOT USE THIS SPACE

9. Signature.
Renato L. Smith
Name of Person Signing
Signature
Date: 4/30/04
Total number of pages including cover sheet, attachments, and document: 30

05/07/2004 LNUELLER 00000095 021818 1931100
01 FC:8521 40.00 BA
02 FC:8522 225.00 BA


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

TRADEMARK REEL: 002964 FRAME: 0612

**SCHEDULE A  
TO  
AMENDED AND RESTATED  
PETROCOM LLC TRADEMARK SECURITY AGREEMENT**

<b>Mark</b>	<b>Registered Owner</b>	<b>United States Trademark Description</b>	<b>Registration/ Application Number</b>	<b>Registration/ Application Date</b>
PETROCOM	PetroCom LLC	Providing cellular telephone services for the oil and gas industry.	1931188	10/31/95
PETROCOM (and Design)	PetroCom LLC	Providing cellular telephone communications services for the oil and gas industry.	2748486	08/05/03
SEACELL	PetroCom LLC	Providing cellular telephone services for the oil and gas industry.	2384835	09/12/00
SHORETEL PREPAID CELLULAR	PetroCom LLC	Prepaid cellular telephone services; telephone communication services provided via prepaid telephone calling cards.	78/220,483	02/28/03
LIT	PetroCom LLC	Ground to satellite domestic and international telecommunications services, namely, audio and video transmission services via satellite.	78/210,097	02/03/03
LOUISIANA INTERNATIONAL TELEPORT	PetroCom LLC	Ground to satellite domestic and international telecommunications services, namely, audio and video transmission services via satellite.	78/207,032	01/24/03

Mark	Registered Owner	United States Trademark Description	Registration/ Application Number	Registration/ Application Date
POSEIDON	PetroCom LLC	Communication services, namely, providing access to a point-to-point cellular offshore communications network.	78/165,510	09/18/02
FLEXNET	PetroCom LLC	<p>Satellites; satellite communication apparatus and instruments, namely, transmitters, transceivers, antennae, satellite instrument gauges, computer terminals and keyboards; satellite communication terminals; telephones; facsimile machines; data processors and signal processors; computers; computer terminals and keyboards; computer monitors; computer printers; antennae.</p> <p>Communications services, namely, provision of television transmission, telephone communications, radio transmission, facsimile transmission, providing multiple user dial-up and dedicated access to the Internet; satellite communications services, namely, provision of television transmission, telephone communications, radio transmission, facsimile transmission, providing multiple user dial-up and dedicated access to the</p>	76/373,470	02/25/02

Mark	Registered Owner	United States Trademark Description	Registration/ Application Number	Registration/ Application Date
		Internet via satellite, Ku-Band satellite services; electronic mail services; telecommunications services, namely, provision of facsimile transmission and providing multiple user dial-up and dedicated access to the Internet via telephone or radio; electronic transmission of data and documents via computer terminals; facsimile transmission services; leasing of telecommunications equipment; provision of telecommunications information.		
Design	PetroCom LLC	Providing cellular telephone communications services for the oil and gas industry.	2748498	08/05/03
	PetroCom LLC	Telephone calling card services.	76/379,270	03/08/02
RATESAVER	PetroCom LLC	Telephone calling card services.	76/379,270	03/08/02

**AMENDED AND RESTATED  
COMPANY TRADEMARK SECURITY AGREEMENT**

This **AMENDED AND RESTATED COMPANY TRADEMARK SECURITY AGREEMENT** (this “**Agreement**” and the Original 2002 Company Trademark Security Agreement referred to below, as amended and restated by this Agreement, is referred to as the “**Company Trademark Security Agreement**”) is dated as of March 12, 2004, and entered into by and between **PETROCOM LLC**, a Delaware limited liability company (“**Grantor**” or “**Company**” or “**Petrocom LLC**”), and **CIT LENDING SERVICES CORPORATION**, an affiliate of CIT Group, Inc., as agent for and representative of (in such capacity herein called “**Secured Party**” or “**Agent**”) the financial institutions (“**Lenders**”) party to the Credit Agreement referred to below and any Interest Rate Exchangers (as hereinafter defined) and it amends and restates the Original 2002 Company Trademark Security Agreement, as amended by the First Amendment, each as referred to below (all capitalized terms used herein and not otherwise defined shall have the meaning given such terms in the Credit Agreement referred to below and, if not defined herein or in the Credit Agreement, such capitalized terms shall have the meaning given in the Uniform Commercial Code in effect in the State of New York).

**PRELIMINARY STATEMENTS**

**REDACTED**

REDACTED

REDACTED

IN WITNESS WHEREOF, Grantor and Secured Party have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

**PETROCOM LLC,**  
a Delaware limited liability company,  
as Grantor

By: Dennis d'Arbin  
Name: DENNIS d'ARBIN  
Title: SECRETARY

STATE OF Louisiana )  
 ) SS.:  
~~COUNTY OF~~ Orleans )  
Parish

On this 12th day of March, 2004, before me personally came Dennis d'Aquin, to me known, who, being by me duly sworn, did depose and say that he/she resides at New Orleans, LA; that he/she is a/the Secretary of PetroCom LLC, one of the companies described in and that executed the foregoing instrument; and that he/she signed his/her name thereto by authority of the Board of Directors of said corporation.


John Werner  
Notary Public



OFFICIAL SEAL  
JOHN D. WERNER  
BAR ROLL # 23362  
STATE OF LOUISIANA  
PARISH OF ORLEANS  
My Commission is for Life



**CIT LENDING SERVICES  
CORPORATION, an affiliate of CIT Group,  
Inc., as Secured Party**

By:   
Name: John Tamburro  
Title: Vice President

STATE OF New Jersey )  
 )  
COUNTY OF Essex )

SS.:

On this 12<sup>th</sup> day of March, 2004, before me personally came John Tamburro, to me known, who, being by me duly sworn, did depose and say that he/she resides at 1 CIT Drive, Livingston, New Jersey; that he/she is a/the      Vice President of CIT Lending Services Corporation, one of the corporations described in and that executed the foregoing instrument; and that he/she signed his/her name thereto by authority of the Board of Directors of said corporation.

Mary Ann Dunn  
Notary Public

MARY ANN DUNN  
NOTARY PUBLIC OF NEW JERSEY  
MY COMM. EXP. MAY 2, 2006