

12-29-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

12/24/03

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

1. Name of conveying party(ies):
Atlantic Express Transportation Group, Inc.
Atlantic Express Transportation Corp.

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

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

2. Name and address of receiving party(ies)
Name: The Bank of New York
Internal
Address: _____
Street Address: 101 Barclay Street
City: New York State: NY Zip: 10286

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

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
 Security Agreement Change of Name
 Other _____

Execution Date: 12/24/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
75/121,810

B. Trademark Registration No.(s) _____
1,964,915

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Access Information Services, Inc.
 Internal Address: _____

 Street Address: 1773 Western Avenue

 City: Albany State: NY Zip: 12203

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Jackie Lee _____ 12/24/2003
 Name of Person Signing Signature Date

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

12/29/2003 LNWELLER 00000019 75121810

01 FC:6521 40.00 00
02 FC:6522 25.00 00

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

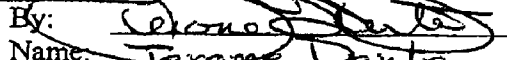
**NOTICE OF SECURITY INTEREST
IN
TRADEMARKS**

NOTICE IS HEREBY GIVEN that ATLANTIC EXPRESS TRANSPORTATION GROUP, INC., a New York corporation, ATLANTIC EXPRESS TRANSPORTATION CORP., a New York corporation (the "Grantors") with offices located at 7 North Street, Staten Island, New York 10302 and THE BANK OF NEW YORK (the "Collateral Agent"), with an office located at 101 Barclay Street, New York, NY 10286, on behalf of itself and certain other creditors of the Grantors (collectively, the "Secured Parties"), have entered into a Security Agreement dated as of December 23, 2003 (the "Security Agreement"; terms defined in the Security Agreement and not otherwise defined herein are used herein as therein defined).

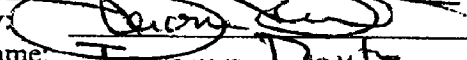
Pursuant to the Security Agreement, the Grantors have conveyed, pledged, assigned and transferred to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, and has granted to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, a security interest in the Trademarks and Trademark Licenses listed in Schedule A hereto, together with the goodwill of the business symbolized thereby, in each case to secure the prompt payment, performance and observance of the Secured Obligations of such Grantor.

Dated: December 24, 2003

Atlantic Express Transportation Group, Inc.
a New York Corporation

By: 
Name: Jerome Dente
Title: Secretary

Atlantic Express Transportation Corp.,
a New York Corporation

By: 
Name: Jerome Dente
Title: Secretary

SCHEDULE A
TO
NOTICE OF SECURITY INTEREST
IN
TRADEMARKS

TRADEMARKS AND SERVICE MARKS		
Trademark/Service Mark	Registration No.	Registration Date
Atlantic Express	1,964,915	4/2/96

TRADEMARK AND SERVICE MARK APPLICATIONS		
Trademark/Service Mark	Serial No.	Registration Date
AE Atlantic Express Transportation Corp.	75-121,810	6/18/96

TRADEMARK LICENSES	
Trademark/Service Mark License	Description
None.	None.

(NY) 14688/195/SCTY.AGT/trademark.sec.agt.doc