

12-21-1999



12.6.99

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TRADEMARKS ONLY

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Month Day Year
11/23/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

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Conveyance Type

- Assignment
- License
- Security
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:
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12/20/1999 DNGUYEN 00000017 75445680

01 FC:481 40.00 OP
02 FC:482 100.00 OP

TRADEMARK
REEL: 002001 FRAME: 0741

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/445,680"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,197,041"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/562,292"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,205,226"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/445,681"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

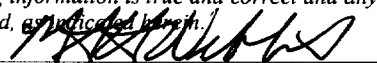
Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink
Name of Person Signing


Signature

11/30/99
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 23, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A.

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule A.

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNIGROUP, INC.

By: Donald E. Ellington
Name: DONALD E. ELLINGTON
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____
Name: _____
Title: _____

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNIGROUP, INC.

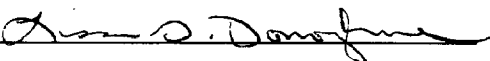
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: 

Name: _____

Title: LISA S. DONOGHUE
Managing Director

SCHEDULE A

Tuesday, November 16, 1999

Trademark List

Page: 1

Client: 40086 UniGroup, Inc.

Trademark Name	Attorney(s)	Client/Matter	Status	Application Number / Filing Date	Registration Number/Date	Renewal Date	First Use Date
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MISCELLANEOUS DESIGN (V)	MS CNB	40086/14201	Published	75/445680			
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 36							

TOTAL TRANSPORTATION SERVICES, I	MS CNB	40086/14200	Pending	75/562292			27-Oct-1997
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Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 39							

UNIGROUP	MS CNB	40086/14203	Registered	75/203404	20-Oct-1998	20-Oct-2008	
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35, 36, 42							

UNIGROUP	MS CNB	40086/14202	Registered	75/318704	24-Nov-1998	24-Nov-2008	
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							

VANLINER	MS CNB	40086/14204	Published	75/445681			
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 36							