

Docket No.:

10/31/01

11-08-2001



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U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



10-31-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #74

copy thereof.

To the Honorable Commissioner

101894035

1. Name of Party(ies) conveying an interest:

Bank of America, N.A.

2. Name and Address of Party(ies) receiving an interest:

The CIT Group/Business Credit, Inc.
Two Lincoln Center
5420 LBJ Freeway, Suite 200
Dallas, Texas 75240

- Individual(s)
- General Partnership
- Corporation
- Other - Collateral Agent

- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship - U.S.

- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: October 24, 2001

4. Application number(s) or registration number(s). Additional sheet attached?

- Yes
- No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2334571; 2217051; 2227419; 2215966; 1686780; 1444477; 2203701; 0578635; 0771608; 0947884; 1168688; 1177614; 1179525; 1223679; 1253963; 1361436; 1522916; 1540872; 1596802; 1646276; 1651417;

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

Name: Pamela S. Ratliff, Esq.
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 700
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 26

7. Amount of fee enclosed or authorized to be charged: \$665

8. Deposit account number (Attach duplicate copy of this form 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.

Pamela S. Ratliff
Name of Person Signing

Pamela S. Ratliff
Signature

10/31/01
Date

Total number of pages including cover sheet

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

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

11/07/2001
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02 FC=482

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TRADEMARK
REEL: 002397 FRAME: 0029

**CONTINUATION SHEET FOR
RECORDATION FORM COVER SHEET
TRADEMARKS
SECTION 4B**

**ASSIGNMENT OF SECURITY INTEREST FROM
BANK OF AMERICA TO THE CIT GROUP/BUSINESS CREDIT, INC.**

1653895; 1695767; 1945161; 2067032; 2119023

attached hereto, (ii) all proceeds and products of such trademarks, (iii) the goodwill of the businesses with which such trademarks are associated, and (iv) all causes of action arising prior to or after November 19, 1999 for infringement of any such marks or unfair competition regarding the same. Said assignment was recorded with the United States Patent and Trademark Office July 17, 2000 at Reel 2119 Frame 383. A copy of said assignment is attached hereto as Exhibit C;

WHEREAS, on November 19, 1999, BANK OF AMERICA acquired by assignment from LANDRY a security interest in (i) all of LANDRY'S right, title and interest in and to the United States patents set forth in Exhibit D attached hereto, (ii) all proceeds and products of such patents, and (iii) all causes of action arising prior to or after November 19, 1999 for infringement of any such patents or unfair competition regarding the same. Said assignment was recorded with the United States Patent and Trademark Office July 17, 2000 at Reel 10977 Frame 953. A copy of said assignment is attached hereto as Exhibit D;

WHEREAS, on July 31, 2000 LANDRY merged with HYDROCHEM, and HYDROCHEM was the surviving entity. Attached as Exhibit E is a copy of the corporate document evidencing such merger;


WHEREAS, BANK OF AMERICA wishes to assign to CIT the security interests and other rights acquired from HYDROCHEM and LANDRY and set forth in attached Exhibits A-D;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. BANK OF AMERICA does hereby grant and assign to CIT, its successors, assigns and legal representatives, its security interests in and other rights with respect to certain trademarks and patents which interests and rights are set forth in attached Exhibits A-D.
2. The person signing on behalf of BANK OF AMERICA has express authority to execute this Agreement as a binding and enforceable agreement.
3. This Agreement is made in and shall be governed by the laws of New York, excluding its choice of law provisions.

IN WITNESS WHEREOF, this Agreement shall be effective as of the date first written above.

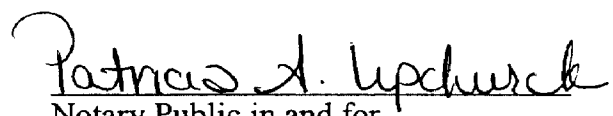
BANK OF AMERICA, N.A.

By: 
Its: Yousuf Omar
Managing Director

STATE OF North Carolina

COUNTY OF Hocklenburg

On this 24 day of October, 2001, personally appeared before me Yousuf Omar, to me known and known to me to be the Managing Director of BANK OF AMERICA, N.A. and acknowledged that he/she executed the foregoing Agreement on behalf of said entity and pursuant to authority duly received.


Notary Public in and for
the State of North Carolina

Printed Notary Name
Patricia A. Lipchurck

My Commission Expires: November 11, 2004

Exhibit A

SCHEDULE A**LIST OF PATENTS**

PATENT NUMBER (APPLICATION)	DESCRIPTION	DATE ISSUED (APPLIED)
5,776,257	Gas Tight Tank Cleaning Method	July 7, 1998
RE35,815	Method for Treating Waste Material	June 2, 1998
5,740,821	Tank Cleaning Using Remotely Controlled Manway Mounted Robotic System	April 21, 1998
5,642,745	Tank Cleaning System Using Collapsible Robotic Tank Entry Vehicle	July 1, 1997
5,640,982	Tank Cleaning System Using Collapsible Robotic Tank Entry Vehicle	June 24, 1997
5,561,883	Tank Cleaning System Using Remotely Controlled Robotic Vehicle	October 8, 1996
4,897,205	Method for Treating Waste Material	January 30, 1990

new york 521394

RECORDED: 10/31/2001

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