

01-10-2003

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



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102333767

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

1. Name of conveying party(ies):

Orange County Transportation Authority

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Public agency

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

3. Nature of conveyance:

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

Execution Date: 01/03/2003

2. Name and address of receiving party(ies)

Wachovia Bank National Association, 5847 San Felipe Suite 1050, Houston CA Zip: 77057

- Individual(s) citizenship, Association National Banking Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2176198; 2258405; 2261847; 2422438

Additional number(s) attached Yes No

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

Name: Nossaman, Guthner, Knox & Elliott, LLP Attn: Barney A. Allison, Esq.

Internal Address:

Street Address: 445 S. Figueroa Street, 31st Floor

City: Los Angeles State: CA Zip: 90071-1602

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

01/09/2003 DBYRME 00000187 2176198

01 FC: 521 40.00 OP, 02 FC: 522 75.00 OP, Arthur T. Leahy, Name of Person Signing

Signature: Arthur T. Leahy

Date: 12-30-02

8

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

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

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Orange County Transportation Authority, a public agency organized under the laws of the State of California (the "Grantor") with principal offices at 550 South Main Street, Orange, California. 92868 hereby assigns and grants to Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee, with principal offices at 5847 San Felipe, Suite 1050, Houston, Texas 77057 (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 (except for intent to use applications for trademark registrations filed pursuant to Section 1(b) of the Lanham Act unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of the Lanham Act has been filed) (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds 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 Secured Claims of the Grantor, as such term is defined in the Security Agreement, Pledge and Assignment, dated as of July 25, 2001, between California Private Transportation Authority, L.P., CPTC LLC and the Grantee, as amended by Amendment No. 1 to Security Agreement, Pledge and Assignment, dated as of January 3, 2003, between the Grantor and the Grantee (as amended from time to time, the "Security Agreement"). Upon the payment in full of the Secured Claims, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Secured Claims 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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 3rd day of January, 2003.

ORANGE COUNTY TRANSPORTATION
AUTHORITY, Grantor

By: Arthur T. Leahy
Arthur T. Leahy, Chief Executive Officer

WACHOVIA BANK, NATIONAL
ASSOCIATION, formerly known as First Union
National Bank, a national banking association
acting as Trustee and Grantee

By: _____
Name: _____
Title: _____

Approved as to Form:

By: Kennard R. Smart, Jr.
Kennard R. Smart, Jr., Esq.
General Counsel to OCTA

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 3rd day of January, 2003.

ORANGE COUNTY TRANSPORTATION
AUTHORITY, Grantor

By: _____
Arthur T. Leahy, Chief Executive Officer

WACHOVIA BANK, NATIONAL
ASSOCIATION, formerly known as First Union
National Bank, a national banking association
acting as Trustee and Grantee

By: Ronda L. Parman
Name: Ronda L. Parman
Title: Vice President

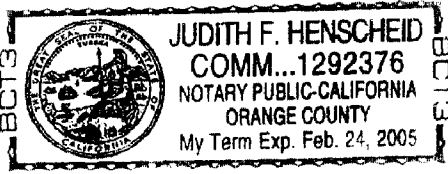
Approved as to Form:

By: _____
Kennard R. Smart, Jr., Esq.
General Counsel to OCTA

STATE OF California)
) ss.
COUNTY OF Orange)

On December 31, 2002 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Arthur T. Leady, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

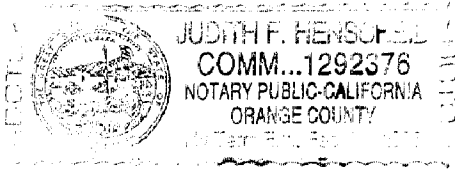


Judith F. Henscheid
NOTARY PUBLIC

STATE OF California)
) ss.
COUNTY OF Orange)

On December 31, 2003 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Kennard R. Smart Jr., personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

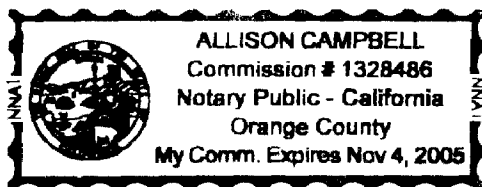


Judith F. Henscheil
NOTARY PUBLIC

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE

On 1-2-2003, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ronda I. Parman, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that ~~he/she/they~~ executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Allison Campbell
NOTARY PUBLIC

SCHEDULE A

MARK	REG. NO.	REG. DATE
The Lane Change That Could Change Your Life	2,176,198	July 28, 1998
The Toll Road Without Toll Booths	2,258,405	July 6, 1999
91 Express Lanes	2,261,847	July 20, 1999
3+ Lane	2,422,438	January 23, 2001

259532