

5/11/04

05-18-2004



102708133

| | | | | | |
|--|--|---|---|---|--|
| Form PTO-1594 (Rev. 10/02) GMB No. 0651-0027 (exp. 6/30/2005) Tab settings | | RECORDATION FORM COVER SHEET TRADEMARKS ONLY | | 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): JPMorgan Chase Bank <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | 2. Name and address of receiving party(ies) Name: <u>USS Great Lakes Fleet, Inc.</u> Internal Address: _____ Street Address: <u>135 Jamison Lane</u> City: <u>Monroeville</u> State: <u>PA</u> Zip: <u>15146</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Release Execution Date: <u>05/10/2004</u> | | | | | |
| 4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>1214358</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Penelope Agodas</u> Internal Address: <u>Federal Research Corporation</u> _____ _____ Street Address: <u>1030 15th Street, NW</u> _____ Suite <u>920</u> City <u>Washington</u> State: <u>DC</u> Zip: <u>20005</u> | | | 6. Total number of applications and registrations involved: <u>1</u> 7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>400024</u> <u>CHARGE</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small> | | |
| DO NOT USE THIS SPACE | | | | | |
| 9. Statement and signature. <i>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.</i> <u>Oghale Jituboh</u> <u>Oghale Jituboh</u> <u>05/10/2004</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <u>4</u> | | | | | |

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

U.S. TRADEMARKS RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of May 10, 2004, by JPMorgan Chase Bank, as Agent (as defined below) for the Lenders. Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement referred to below.

A. Reference is made to the Credit Agreement dated as of March 23, 2001 (the "*Credit Agreement*"), among GREAT LAKES TRANSPORTATION LLC, a Delaware limited liability company, BESSEMER AND LAKE ERIE RAILROAD COMPANY, a Delaware corporation, DULUTH, MISSABE AND IRON RANGE RAILWAY COMPANY, a Delaware corporation, THE PITTSBURGH & CONNEAUT DOCK COMPANY, a Delaware corporation, and USS GREAT LAKES FLEET, INC., a Delaware corporation (collectively, the "*Borrowers*"), the LENDERS party thereto and JPMORGAN CHASE BANK, formerly known as The Chase Manhattan Bank, a New York banking corporation, as agent (in such capacity, the "*Agent*") for the Lenders.

B. Reference is made to the Security Agreement, dated as of March 23, 2001 (the "*Security Agreement*"), among the Grantors (as defined in the Security Agreement) in favor of the Agent, pursuant to which, among other things, the Grantors granted a security interest to the Agent, for the benefit of certain secured parties named therein, in, among other things, the registered trademarks and pending trademark applications of the Borrowers as set forth on Annex I hereto (the "*Trademarks*"), which security interest was recorded with the United States Patent & Trademark Office.

C. In connection with the termination of the Credit Agreement, the Borrowers have informed the Agent of their desire to obtain the release of all right, title and interest of the Agent, the Lenders and each other grantee or beneficiary in and to the Trademarks granted under the Security Agreement.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all the Agent's right, title and interest (including, without limitation, security interests) in and to the Trademarks pursuant to the Security Agreement shall automatically terminate as provided in the Security Agreement, including, without limitation, the Trademarks set forth on Annex I attached hereto, the debt secured thereby having been paid and satisfied in full.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year above written.

JPMORGAN CHASE BANK, as Agent,

By Robert P. Kellas

Name:

Title:

ROBERT P. KELLAS
VICE PRESIDENT

Annex I

**USS Great Lakes Fleet, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Trademarks

| Mark | Registration No. | Registration Date |
|-------------------|-------------------------|--------------------------|
| Stack Logo Office | 1214358 | October 26, 1982 |