

01-30-2004



102658155
TRADEMARK

Form PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
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):
ROADWAY EXPRESS, INC. 1-26-04

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other:

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG
Internal Address: _____
Street Address: 60 Wall Street, MS NYC60-4305
City: New York State: NY ZIP: 10005-2858

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: December 11, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s): 76/555924

Additional numbers attached? Yes No

Trademark Registration No.(s)

OPR/FINANCE
JAN 26 AM 7:55

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Meredith Schorr
Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 26

7. Total fee (37 CFR 3.41): \$665.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
(Attach duplicate copy of this page 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.

Rachael Sanderson 1/26/04
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450**

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.

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01-FC:8321 40.00 OP
02-FC:8322 625.00 OP

NEWYORK 3323041 (2K)

**TRADEMARK
REEL: 002905 FRAME: 0830**

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ROADWAY EXPRESS, INC. a Delaware corporation (the "Grantor") with principal offices at 1077 Gorge Boulevard, Akron, Ohio 44310, hereby grants to DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, with principal offices at 60 Wall Street, MS NYC60-4305, New York, New York 10005-2858, (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 (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) 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 Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 11, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks 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

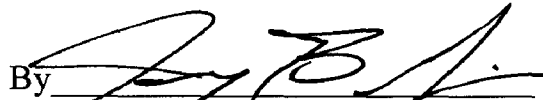
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

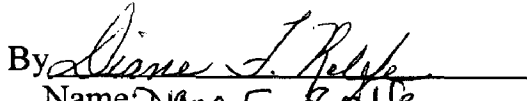
11th day of December, 2003.

ROADWAY EXPRESS, INC., Grantor

By 
Name: **JERRY C. BOWLIN**
Title: **VICE PRESIDENT**

DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent and Grantee

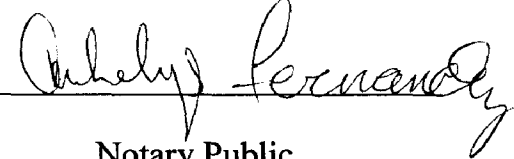
By 
Name: **Marguerite Sutton**
Title: **Vice President**

By 
Name: **Diane F. Rolfe**
Title: **VICE PRESIDENT**

STATE OF NEW YORK)
) ss.:

COUNTY OF NEW YORK)

On this 11th day of December, 2003, before me personally came Jerry C. Bowlin who, being by me duly sworn, did state as follows: that [s]he is Vice President of ROADWAY EXPRESS, INC., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



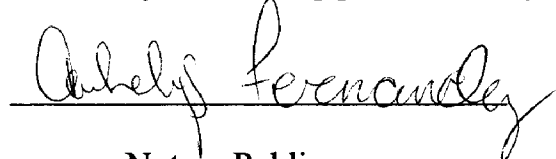
Notary Public

ANHELYS FERNANDEZ
Notary Public, State of New York
No. 01FE6048139
Qualified in New York County
Commission Expires Sept. 18, 2006

STATE OF NEW YORK)
) ss:

COUNTY OF NEW YORK)

On this 11th day of December, 2003, before me personally came Marquerite Setton who, being by me duly sworn, did state as follows: that [s]he is Vice President of DEUTSCHE BANK AG, NEW YORK BRANCH, that [s]he is authorized to execute the foregoing Grant on behalf of said entity and that [s]he did so by authority of the Board of Directors of said entity.

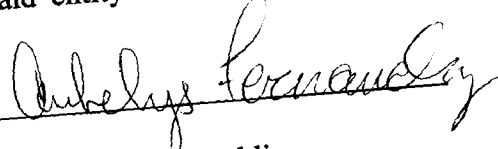

Notary Public

ANHELYS FERNANDEZ
Notary Public, State of New York
No. 01FE6048139
Qualified in New York County
Commission Expires Sept. 18, 2006

STATE OF NEW YORK)
) ss:

COUNTY OF NEW YORK)

On this 11th day of December, 2003, before me personally came Diane F. Rolfe who, being by me duly sworn, did state as follows: that [s]he is Vice President of DEUTSCHE BANK AG, NEW YORK BRANCH, that [s]he is authorized to execute the foregoing Grant on behalf of said entity and that [s]he did so by authority of the Board of Directors of said entity.


Notary Public

ANHELYS FERNANDEZ
Notary Public, State of New York
No. 01FE6048139
Qualified in New York County
Commission Expires Sept. 18, 2006

SCHEDULE OF MARKS AND APPLICATIONS

<u>Owner</u>	<u>Marks</u>	<u>Country</u>	<u>Registration No./ Serial No.</u>
Roadway Express, Inc.	I AM ROADWAY	United States	Ser.# 76/555-924
Roadway Express, Inc.	Delivering Innovation®	United States	Reg.# 2,386,488
Roadway Express, Inc.	Delivering Your Competitive Edge	United States	Ser.# 76525005
Roadway Express, Inc.	Expressworks®	United States	Reg.# 2,037,882
Roadway Express, Inc.	E-Z Export®	United States	Reg.# 1,671,364
Roadway Express, Inc.	E-Z Pack®	United States	Reg.# 2,087,351
Roadway Express, Inc.	E-Z Rate®	United States	Reg.# 1,344,319
Roadway Express, Inc.	Identifying Opportunities...Expanding Solutions	United States	Ser.# 76403795
Roadway Express, Inc.	Kip System®	United States	Reg.# 2,438,906
Roadway Express, Inc.	One Call. One System. North America	United States	Ser.# 76457526
Roadway Express, Inc.	Our Knowledge Travels®	United States	Reg.# 2,274,278
Roadway Express, Inc.	Preview®	United States	Reg.# 1,829,003
Roadway Express, Inc.	Quiktrak®	United States	Reg.# 1,288,108
Roadway Express, Inc.	Quiktrak Roadway®	United States	Reg.# 1,288,109
Roadway Express, Inc.	Rexsis®	United States	Reg.# 2,298,451
Roadway Express, Inc.	Roadway®	United States	Reg.# 1,050,952

<u>Owner</u>	<u>Marks</u>	<u>Country</u>	<u>Registration No./ Serial No.</u>
Roadway Express, Inc.	Roadway "R"®	United States	Reg.# 1,068,287
Roadway Express, Inc.	Roadway Air®	United States	Reg.# 2,684,654
Roadway Express, Inc.	Roadway Air Frequent Shipper Program	United States	Ser.# 76445872
Roadway Express, Inc.	Roadway Border Ambassador	United States	Ser.# 75712382
Roadway Express, Inc.	Roadway Express®	United States	Reg.# 2,115,325
Roadway Express, Inc.	Roadway Final Mile	United States	Ser.# 76511979
Roadway Express, Inc.	Roadway International Services	United States	Ser.# 76457519
Roadway Express, Inc.	Roadway Reverse Logistics, Inc.	United States	Ser.# 78195721
Roadway Express, Inc.	We Know The Road®	United States	Reg.# 2,489,326
Roadway Express, Inc.	Where You Need It. When You Need It.®	United States	Reg.# 2,727,941