

01-30-2004



Form PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102658435

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

1. Name of conveying party(ies):  
 YELLOW ROADWAY CORPORATION (F/K/A YELLOW CORPORATION)  
 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):  
 Additional numbers attached?  Yes  No

Trademark Registration No.(s)  
2014616

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 20  
 7. Total fee (37 CFR 3.41): ..... \$515.00  
 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**

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01/29/2004 EC00PER 00000160 2014616

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NEWYORK 3323041 (2K)

TRADEMARK  
REEL: 002909 FRAME: 0439

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SCHEDULE OF MARKS AND APPLICATIONS

<u>Owner</u>	<u>Marks</u>	<u>Country</u>	<u>Registration No./ Serial No.</u>
Yellow Roadway Corporation	2-DAY USA	United States	Reg.# 2,014,616
Yellow Roadway Corporation	BECAUSE IT'S NOT BUSINESS AS USUAL	United States	Reg.# 1,848,739
Yellow Roadway Corporation	DELIVERING A WORLD OF LTL SOLUTIONS	United States	Reg.# 2,070,771
Yellow Roadway Corporation	INTELLIGENT SOLUTIONS. POWERFUL RESULTS.	United States	Ser. # 76/561488
Yellow Roadway Corporation	MERGE-IN-TRANSIT	United States	Reg.# 1,895,361
Yellow Roadway Corporation	PC RESOURCE	United States	Reg.# 2,068,834
Yellow Roadway Corporation	RESOURCE	United States	Reg.# 1,769,509
Yellow Roadway Corporation	TRANSFORMATION	United States	Ser.# 76/498,999
Yellow Roadway Corporation	VOLUME ADVANTAGE	United States	Ser.# 76/561487
Yellow Roadway Corporation	WESTEX	United States	Reg.# 2,127,560
Yellow Roadway Corporation	YCS INTERNATIONAL	United States	Reg.# 2,314,025
Yellow Roadway Corporation	YCS INTERNATIONAL and Design	United States	Reg.# 2,311,486
Yellow Roadway Corporation	YELLOW	United States	Reg.# 1,212,749
Yellow Roadway Corporation	YELLOW and Design	United States	Reg.# 1,212,751
Yellow Roadway Corporation	YELLOW and Design (in black border)	United States	Reg.# 1,212,750
Yellow Roadway Corporation	YELLOW CORPORATION	United States	Reg.# 1,866,137
Yellow Roadway Corporation	YELLOW GPS	United States	Ser.# 78/291,948
Yellow Roadway Corporation	YELLOW ROADWAY	United States	Ser.# 76/561489
Yellow Roadway Corporation	YELLOW TRANSPORTATION	United States	Ser.# 76/561486
Yellow Roadway Corporation	YGPS YELLOW GLOBAL PERSONALIZED SERVICE	United States	Ser.# 76/561485

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, YELLOW ROADWAY CORPORATION (F/K/A YELLOW CORPORATION), a Delaware corporation (the "Grantor") with principal offices at 10990 Roe Avenue, Overland Park, Kansas 66211, 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.

YELLOW ROADWAY CORPORATION (F/K/A  
YELLOW CORPORATION), Grantor

By Stephen Bruffett  
Name: Stephen L. Bruffett  
Title: Vice President and Treasurer

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

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

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

STATE OF NEW YORK )  
 ) ss.:

COUNTY OF NEW YORK )

On this 11<sup>th</sup> day of December, 2003, before me personally came Stephen L. Bruffett who, being by me duly sworn, did state as follows: that [s]he is Vice President and Treasurer of YELLOW ROADWAY CORPORATION (F/K/A YELLOW CORPORATION), 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.

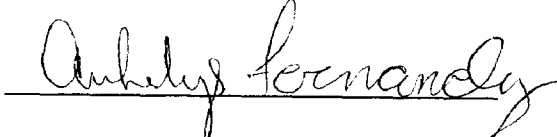
Anhelys Fernandez  
Notary Public

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 11<sup>th</sup> day of December, 2003, before me personally came Marquette Sutton 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 11<sup>th</sup> 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.

Anhelys Fernandez  
Notary Public

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