

08-13-1999

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8-10-99



Copy thereof.

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To the Honorable Commissioner of Patents and Trademark

1. Name of conveying party(ies):

Jerr-Dan Corporation

- Individual                       Association
- General Partnership       Limited Partnership

Corporation - State: Pennsylvania

Other: \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment                       Merger
- Security Agreement       Change of Name
- Other: \_\_\_\_\_

Execution Date: July 26, 1999

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

Name: BankBoston, NA

Internal Address: \_\_\_\_\_

Street Address: 100 Federal Street

City: Boston State: MA Zip: 02110

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State: \_\_\_\_\_

Other: National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached?  yes  no

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

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: \_\_\_\_\_ Zip: 20005

6. Total number of applications and registration involved:

..... [ 10 ]

7. Total Fee (37 CFR 3.41) ..... \$ 265

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1945

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.*

Catherine R. Howell  
Name of Person Signing

Cath R Howell  
Signature

August 10, 1999  
Date

Total number of pages including cover sheet, attachments and document: [4]

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01 FC:481 40.00 CH  
02 FC:482 225.00 CH

EXHIBIT A

Owner of Record	Country	Trademark	Application or Registration No.	Filing Date	Registration Date	Goods
Jerr-Dan Corporation	USA	J JERR-DAN and Design	Reg. No. 1,095,891	03/02/1977	07/11/1978 (renewed 07/11/1998)	Roll-back truck bodies, flat bed vehicle carrier truck bodies, low-boy trailers for transporting heavy equipment and self-contained insert dump units for pickup trucks
Jerr-Dan Corporation	USA	J and Design	Reg. No. 1,330,792	07/16/1984	04/16/1985	Rollback truck bodies and rollback trucks
Jerr-Dan Corporation	USA	JERR-DAN	Reg No. 1,330,793	07/16/1984	04/16/1985	Roll-back truck bodies, flat bed vehicle carrier truck bodies, low-boy trailers for transporting heavy equipment and self-contained insert dump units for pickup trucks
Jerr-Dan Corporation	USA	POWERGRID	App. No. 75-050508	1/30/1996		Self loading wheel lifts for towing, sold as part of tow trucks
Jerr-Dan Corporation	USA	J and Design	Reg. No. 2,162,476	02/21/1996	06/02/1998	Flat bed vehicle carrier truck bodies, low-boy trailers for transporting heavy equipment, self-contained insert dump units for pickup trucks and automated self-loading wheel lifts for towing.

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Jerr-Dan Corporation	USA	JERR-DAN	Reg. No. 2,169,986	02/21/1996	06/30/1998	Self-loading wheel lifts for towing, sold as part of tow trucks
Jerr-Dan Corporation	USA	J and Design	Reg. No. 2,181,032	2/21/1996	08/11/1998	Roll-back truck bodies, flat bed vehicle carrier truck bodies, low-boy trailers for transporting heavy equipment, self-contained insert dump units for pickup trucks, and self loading wheel lifts for towing; sold as part of tow trucks
Jerr-Dan Corporation	USA	JERR-DAN (Stylized)	Reg. No. 2,191,200	2/21/1996	09/22/1998	Self-loading truck bodies, flat bed vehicle carrier truck bodies, low-boy trailers for transporting heavy equipment, self-contained insert dump units for pickup trucks, and self-loading wheel lifts for towing, sold as part of tow trucks
Jerr-Dan Corporation	USA	WRITE CARRIER	Reg. No. 2,099,323	9/20/1996	9/23/1997	Magazines for the vehicle transportation industry
Jerr-Dan Corporation	USA	JERR-DAN (Stylized)	Reg. No. 2,169,986	2/21/1996	6/30/1998	Self-loading wheel lifts for towing sold as part of tow trucks

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**MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST**

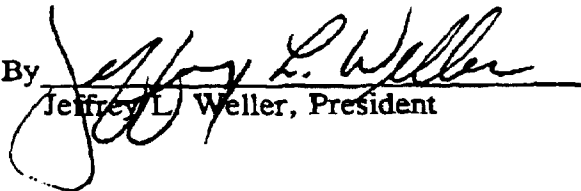
This Memorandum is dated as of July 26, 1999 between JerrDan Corporation, a Pennsylvania corporation (the "Mark Owner"), having a place of business at 1080 Hykes Road, Greencastle, PA 17225, and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of July 26, 1999, as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Security Agreement dated as of July 26, 1999, as from time to time in effect (the "Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:

JERRDAN CORPORATION

By   
Jeffrey L. Weller, President

Secured Party:

BANKBOSTON, N.A.,  
as Agent under the Credit Agreement referred  
to above

By   
Authorized Officer

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