

06-21-2001

Docket No.:

041602/0004



Tab settings

To the Honorable Commissioner of Patent

101755025

attached original documents or copy thereof.

1. Name of conveying party(ies):

HARVARD INDUSTRIES RISK MANAGEMENT, INC.

611-01

- Individual(s)
- General Partnership
- Corporation-State **DELAWARE**
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **JUNE 1, 2001**

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

Name: **HILCO CAPITAL LP**

Internal Address: **ONE NORTHBROOK PLACE**

Street Address: **5 REVERE DRIVE**

City: **NORTHBROOK** State: **IL** ZIP: **60062**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership **DELAWARE**
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers Yes No

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

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **919 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

06/20/2001 LMUELLER 00000248 500675 1309637

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

PAUL A. JUERGENSEN

Name of Person Signing

Signature

JUNE 11, 2001

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002316 FRAME: 0643

ANNEX I

HARVARD INDUSTRIES RISK MANAGEMENT, INC.

ACTIVE TRADEMARKS - USA

TITLE	TRADEMARK NO	GRANT DATE	EXPIRATION
DOEHLERCORE	1,309,637	18-Dec-84	
DOEHLER-JARVIS	1,336,270	21-May-85	

ACTIVE TRADEMARKS – CANADA

TITLE	TRADEMARK NO	GRANT DATE	EXPIRATION
NONE			

NOTICE
OF
GRANT OF SECURITY INTEREST
TRADEMARKS

United States Patent and Trademark Office

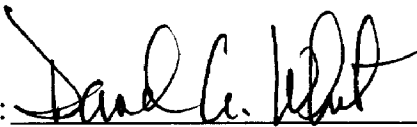
Gentlemen:

Please be advised that pursuant to the Grant of Security Interest in Intellectual Property dated as of May 31, 2001 (as the same may be amended, modified, extended or restated from time to time, the "IP Security Agreement") by and between Harvard Industries Risk Management, Inc., a Delaware corporation (the "Grantor"), and Hilco Capital LP ("Lender"), Grantor has granted to the Lender a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Annex I attached hereto:

Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the IP Security Agreement and (ii) is not to be construed as an assignment or license of any trademark or trademark application.

Very truly yours,

**HARVARD INDUSTRIES RISK
MANAGEMENT, INC.**
a Delaware corporation

By: 
Name: David A. White
Title: Vice President / Secretary

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 1st day of June, 2001, before me personally came David A. White, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of Harvard Industries Risk Management, Inc., a Delaware corporation, and that he executed the foregoing instrument in the firm name of Harvard Industries Risk Management, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

MICHAEL M. MEZZACAPPA
Notary Public, State of New York
No. 02ME6044324
Certificate Filed in Richmond County
Commission Expires July 3, 2002

David A. White