

06-21-2001

EET

Docket No.:

-Y

041602/004



101755027

Tab settings

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

HAYES-ALBION CORPORATION

6-11-01

- Individual(s)
- General Partnership
- Corporation-State MICHIGAN
- Other

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: PAULA 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: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

06/20/2001 LMUELLER 00000246 500675 584493

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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.

PAULA A. JUERGENSEN

Name of Person Signing

Paula Juergensen

Signature

JUNE 11, 2001

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002316 FRAME: 0647

ANNEX I

HAYES-ALBION CORPORATION

ACTIVE TRADEMARKS - USA

TITLE	TRADEMARK NO	GRANT DATE	EXPIRATION
A and Design	584,493	12-Jan-54	12-Jan-04

ACTIVE TRADEMARKS – CANADA

TITLE	TRADEMARK NO	GRANT DATE	EXPIRATION
NONE			

NOTICE
OF
GRANT OF SECURITY INTEREST
TRADEMARKS

United States Patent and Trademark Office

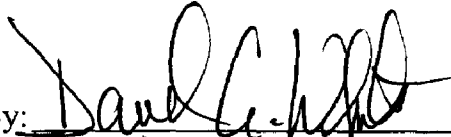
Gentlemen:

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 Hayes-Albion Corporation, a Michigan 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,

HAYES-ALBION CORPORATION
a Michigan corporation

By: 

Name: DAVID A. WHITE

Title: VICE PRESIDENT/SECRETARY

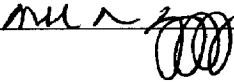
STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 1st day of June, 2001, before me personally came Davis 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 Hayes-Alban Corporation, a Michigan corporation, and that he executed the foregoing instrument in the firm name of Hayes-Alban Corporation, 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

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