

06-21-2001



COVER SHEET

Y

Docket No.:

041602/0004

Tab settings

To the Honorable Commissioner of Pa.

101755026

attached original documents or copy thereof.

1. Name of conveying party(ies):

HARVARD INDUSTRIES, INC. (611-2)

- 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

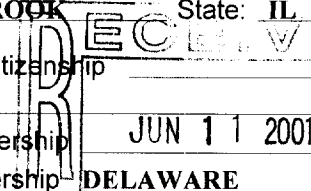
Internal Address: ONE NORTHBROOK PLACE

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)

SEE ATTACHED SCHEDULE

Additional numbers

B. Trademark Registration No.(s)

NONE

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:.....

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 00000247 500675 75847221

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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.

PAUL A. JUERGENSEN

Name of Person Signing

Paul A. Juergensen
Signature

JUNE 11, 2001

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002316 FRAME: 0652

ANNEX I

HARVARD INDUSTRIES, INC.

ACTIVE TRADEMARKS - USA

TITLE	TRADEMARK NO	GRANT DATE	EXPIRATION
PYROCRAFT	75/847,221	FILED 12-Nov-99	

ACTIVE TRADEMARKS - CANADA

TITLE	TRADEMARK NO	GRANT DATE	EXPIRATION
NUT DESIGN	330,164	17-Jul-87	

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, 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, INC.
a Delaware corporation

By: 

Name: DAVID A. WHITE

Title: VICE PRESIDENT/SECRETARY

