

05-21-2002

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014951/0294

Tab settings



To the Honorable Commissioner of Pat

attached original documents or copy thereof.

102097929

1. Name of conveying party(ies):

AM GENERAL CORPORATION

dress of receiving party(ies):

Name: ABLECO FINANCE LLC, as Agent

Internal Address:

Street Address: 450 PARK AVENUE

City: NEW YORK State: NY ZIP: 10022

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other DELAWARE LIMITED LIABILITY CO.

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

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

3. Nature of conveyance:

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

Execution Date: APRIL 24, 2002

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

A. Trademark Application No.(s)

76/348,470 76/300,171
76/348,471
76/265,216

B. Trademark Registration No.(s)

2,435,660 2,457,836

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: 6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL - 500675

05/20/2002 LMUELLER 00000276 500675 76348470

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 125.00 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

MAY 2, 2002

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, AM GENERAL CORPORATION (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated April 26, 2002 (the "Security Agreement"), in favor of Ableco Finance LLC, as Agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 26, 2002.

AM GENERAL CORPORATION

By:

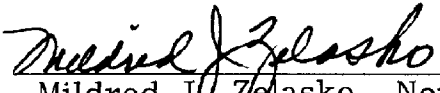

Name: James A. Armour
Title: President + CEO

STATE OF INDIANA

ss.:

COUNTY OF ST. JOSEPH

On this 24th day of April, 2002, before me personally came James A. Armour, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President & CEO of AM General Corporation, a Delaware Corp., and that s/he executed the foregoing instrument in the firm name of AM General Corporation, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


Mildred J. Zelasko, Notary Public

MILDRED J. ZELASKO
Notary Public, State of Indiana
County of St. Joseph
My Commission Expires Jul 17, 2008

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

<u>MARK</u>	<u>COUNTRY</u>	<u>NUMBER</u>	<u>STATUS</u>
AM GENERAL	U.S.	76/348470	PENDING
AM GENERAL	U.S.	76/348471	PENDING
AM GENERAL AND DESIGN	CANADA	1123430	PENDING
AM GENERAL AND DESIGN	EUROPEAN COMMUNITY	2440469	PENDING
AM GENERAL AND DESIGN	MEXICO	517293	PENDING
AM GENERAL AND DESIGN	MEXICO	517294	PENDING
AM GENERAL AND DESIGN	MEXICO	517295	PENDING
AM GENERAL AND DESIGN	MEXICO	517296	PENDING
AM GENERAL AND DESIGN	U.S.	76/265216	PENDING
AM GENERAL AND DESIGN	U.S.	76/300171	PENDING
HOMMA	CHINA	667459	REGISTERED
TORQTRAC4	AUSTRALIA	786523	REGISTERED
TORQTRAC4	BRAZIL	821442376	PENDING
TORQTRAC4	CANADA	1006435	PENDING
TORQTRAC4	EGYPT	124713	PENDING

TORQTRAC4	EUROPEAN COMMUNITY	1087212	PENDING
TORQTRAC4	JAPAN	4414072	REGISTERED
TORQTRAC4	REPUBLIC OF KOREA	464645	REGISTERED
TORQTRAC4	MEXICO	619455	REGISTERED
TORQTRAC4	SAUDI ARABIA	497/42	REGISTERED
TORQTRAC4	U.S.	2435660	REGISTERED
TT4/ABS	AUSTRALIA	786522	REGISTERED
TT4/ABS	BRAZIL	821442384	PENDING
TT4/ABS	CANADA	1006436	PENDING
TT4/ABS	EGYPT	124712	PENDING
TT4/ABS	EUROPEAN COMMUNITY	1087279	REGISTERED
TT4/ABS	REPUBLIC OF KOREA	464646	REGISTERED
TT4/ABS	MEXICO	619454	REGISTERED
TT4/ABS	SAUDI ARABIA	497/43	REGISTERED
TT4/ABS	U.S.	2457836	REGISTERED