



6-23-03

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

FleetPride, Inc.
8708 Technology Forest Place
Suite 125
The Woodlands, TX 77381

6-23-03

- Individual(s)
- General Partnership
- Corporation-State: Alabama
- Other

- Association
- Limited Partnership

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

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

Name: GMAC Commercial Finance LLC, as Agent

Internal Address: _____

Street Address: 461 Fifth Avenue

City: New York State: NY ZIP: 10017

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Financial Institution

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

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other Trademark Assignment of Security

- Merger
- Change of Name

Execution Date: June 17, 2002

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

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

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: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

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: _____

(Attach duplicate copy of this page if paying by deposit account)

RECEIVED OFFICE OF THE ASSISTANT COMMISSIONER FOR TRADEMARKS JUN 23 PM 3:06

06/24/2003 6TON11 00000004 2642094

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 125.00 OP

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

Stephen Brecher, Esq.

Name of Person Signing

Step Brecher

Signature

June 18, 2003

Date

Total number of pages including coversheet, attachments and document: 5

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 17, 2003, by and between FleetPride, Inc. and GMAC Commercial Finance LLC, as Agent.

<u>Registration No. Or Application No.</u>	<u>Filing Date</u>	<u>Mark</u>
2,642,094	10/29/2002	OEM +
76-20955 (Serial)	2/14/2001	Fleet Manager By FleetPride
75-811238 (Serial)	9/28/1999	FleetPride Heavy Duty Experts
2,682,136	2/4/2003	FleetPride
1,729,185	11/3/1992	Brakeshoe Logo
2,047,456	3/25/1997	Active Gear and design

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, FleetPride, Inc., a corporation formed under the laws of Alabama, located at 8708 Technology Forest Place, Suite 125, The Woodlands, TX 77381 ("FleetPride"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, FleetPride and various other loan parties are obligated to GMAC Commercial Finance LLC ("GMACCF") and various other financial institutions (together with GMACCF, collectively, "Lenders") and GMACCF as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Fleet Capital Corporation, as syndication agent, Transamerica Business Capital Corporation, as documentation agent, Lenders, FleetPride and the other loan parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by FleetPride in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, FleetPride is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, FleetPride does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

FleetPride expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: June 11, 2003
New York, New York


Witness:

~~_____~~

Witness:

~~_____~~

FLEETPRIDE, INC.

By: 

Name: Paul G. Shelton

Its: Vice President of Finance, Chief
Financial Officer, Treasurer and
Secretary

GMAC COMMERCIAL FINANCE LLC,
as Agent

By: 

Name: Christopher Wise

Its: Director

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this ____ day of June, 2003, before me personally came Paul G. Shelton, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of Finance, Chief Financial Officer, Treasurer and Secretary of FleetPride, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Maria Corvaci
Notary Public

STATE OF New York)
) ss.:
COUNTY OF New York)

NOTARY PUBLIC
STATE OF NEW YORK
DELORES TAYLOR
REG. NO. 01TA6010553
EXPIRES JULY 20, 2006

On this 17th day of June, 2003, before me personally came Craig Wise, to me known, who, being by me duly sworn, did depose and say that he is the Director of GMAC Commercial Finance LLC, the limited liability company described in and which executed the foregoing instrument and that he signed his name thereto by on behalf of said limited liability company.

DeLores Taylor
Notary Public

DELORES TAYLOR
Notary Public, State of New York
Reg. No. 01TA6010553
Qualified in Nassau County
My Commission Expires July 20, 2006