

10-09-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RI



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings

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

1. Name of conveying party(ies):

Aurora Trailer Holdings LLC, 12813 Flushing Meadows Drive St. Louis, MO 63131

- Individual(s), Association, General Partnership, Limited Partnership, Corporation - Delaware, Other Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: Fleet Capital Corporation Internal Address: Street Address: 1633 Broadway City: NY State: NY Zip: 10019 Country: Corporation - State Rhode Island

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 conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Corrected Security Agreement which was filed on 9/25/03. Namely, the execution date is 9/19/03, missing serial number 76/538,913 and number of apps and reqs involved is 5

Execution Date: 9/19/2003

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

A. Trademark Application No.(s) 76/100782, 76/538913

B. Trademark Registration No.(s) 1803189, 1969909, 0843130

Additional numbers attached? Yes No

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

Name: Mary B. Aversano, Esq. Internal Address: c/o Kramer Levin Naftalis & Frankel Street Address: 919 Third Avenue City: NY State: NY Zip: 10022

6. Total number of applications and registrations involved 5

7. Total fee (37 CFR 3.41) \$140.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature

Mary B. Aversano

Name of Person Signing

Mary B Aversano Signature

10/3/03 Date

10/09/2003 LMUELLER 00000004 76100782

01 FC:0521 02 FC:0522 10.00 OP 100.00 OP

KL3:2294146.1

TRADEMARK REEL: 002839 FRAME: 0659

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of September 19th, 2003 ("IP Agreement"), is made by and between Aurora Trailer Holdings, LLC, Aurora Trailer Leasing & Rental LLC and Aurora Parts & Accessories LLC, Delaware limited liability companies with offices at 12813 Flushing Meadows Drive, St. Louis, MO 63131 ("Grantors") and Fleet Capital Corporation, a Rhode Island corporation, with offices at 1633 Broadway, New York, NY 10019, ("Agent" as defined in the Loan and Security Agreement referred to below).

WHEREAS, the Grantors have entered into a Loan and Security Agreement dated September 19th, ("Security Agreement"), with the Agent and certain other financial institutions which are or may become a party thereto ("Secured Parties");

WHEREAS, under the terms of the Security Agreement, the Grantors have granted a security interest in the Collateral (as defined below) of the Grantors to the Agent for the benefit of the Secured Parties.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby agree as follows:

Section 1. Grant of Security. The Grantors hereby grant to the Agent for the benefit of the Secured Parties a security interest in and to all of the Grantors' right, title and interest in and to the following:

(i) The United States, Canadian and Mexican trademarks, United States copyrights and domain name registrations set forth on Schedule A hereto, including any registrations and applications related thereto (the "Collateral");

(ii) any and all causes of action for past, present and future infringement or breach of the Collateral with the right, but not the obligation, to sue for and collect, or otherwise recover, damages for such infringement or breach; and

(iii) any and all proceeds and goodwill of the businesses with which the Collateral is associated.

Section 2. Recordation. The Grantors authorize and request that the United States Patent and Trademark Office, United States Copyright Office and any other applicable government office record this IP Agreement where necessary. See attached recordation cover sheets set forth on Schedule B hereto.

Section 3. Conflict Provision. This IP Agreement has been entered into in conjunction with the provisions of the Security Agreement. The rights and remedies of each party hereto with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of each of which are incorporated herein by reference. In the event that any provisions of this IP Agreement are in conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the Grantors have caused this IP Agreement to be duly executed and delivered by its officers thereunto duly authorized as of the date first above written.

IN WITNESS WHEREOF, the Grantors have caused this IP Agreement to be duly executed and delivered by its officers thereunto duly authorized as of the date first above written.

Grantors:

Aurora Trailer Holdings, LLC

By: [Signature]
Name:
Title:

STATE OF NEW YORK
COUNTY OF NEW YORK

On this ___ day of _____ 2003, before me personally came _____, who, being duly sworn, did state as follows: that he is the _____ of Aurora Trailer Holdings, LLC, that he is authorized to execute the foregoing Intellectual Property Security Agreement on behalf of Aurora Trailer Holdings, LLC, and that he did so by authority of the Board of Directors of said corporation.

GABRIELLE M. KISSANE
NOTARY PUBLIC, State of New York
No. 01K15047168
Qualified in Queens County
Commission Expires July 31, 2005

Gabrielle M. Kissane
Notary Public

Aurora Trailer Leasing & Rental LLC

By: [Signature]
Name:
Title:

STATE OF NEW YORK
COUNTY OF NEW YORK

On this ___ day of _____ 2003, before me personally came _____, who, being duly sworn, did state as follows: that he is the _____ of Aurora Trailer Leasing & Rental LLC, that he is authorized to execute the foregoing Intellectual Property Security Agreement on behalf of Aurora Trailer Leasing & Rental LLC and that he did so by authority of the Board of Directors of said corporation.

GABRIELLE M. KISSANE
NOTARY PUBLIC, State of New York
No. 01K15047168
Qualified in Queens County
Commission Expires July 31, 2005

Gabrielle M. Kissane
Notary Public

Aurora Parts & Accessories LLC

By: [Signature]
Name:
Title:

STATE OF NEW YORK
COUNTY OF NEW YORK

On this ___ day of _____ 2003, before me personally came _____, who, being duly sworn, did state as follows: that he is the _____ of Aurora Parts & Accessories LLC, that he is authorized to execute the foregoing Intellectual Property Security Agreement on behalf of Aurora Parts & Accessories LLC and that he did so by authority of the Board of Directors of said corporation.

GABRIELLE M. KISSANE
NOTARY PUBLIC, State of New York
No. 01K15047168
Qualified in Queens County
Commission Expires July 31, 2005

Gabrielle M. Kissane

SCHEDULE A

Trademark	Owner	Status in Trademark Office	Registration Number	Registration or Filing Date
FRUEHAUF	Aurora Trailer Holdings LLC	Registered; United States trademark due for renewal on 11/9/03	United States Trademark Reg. No. 1,803,189; Mexican Trademark Reg. No. 38,134; Canadian Trademark Reg. No. 40,065	United States registration - 11/9/93; Mexican registration - 1/18/38; Canadian registration - 4/11/51
FRUEHAUF & DESIGN	Aurora Trailer Holdings LLC	Registered	Canadian Trademark Reg. No. 118,954	7/29/60
FRUEHAUF FLEET FLYER & DESIGN	Aurora Trailer Holdings LLC	Registered	United States Trademark Reg. No. 1,969,909	4/23/96
PRO-PAR	Aurora Parts & Accessories LLC	Registered in United States and Mexico; application pending in Mexico; Mexican trademark due for renewal on 9/2/03	United States Trademark Reg. No. 843,130; Mexican Trademark Reg. No. 456,084; Canadian Trademark App. Serial No. 1,137,653	United States registration - 1/30/68; Mexican registration - 9/12/93; Filed in Canada - 4/17/02
AURORA TRAILER	Aurora Trailer Holdings LLC	Application pending	United States Trademark App. Serial No. 76,538,913	Filed 8/8/03
APEX TRAILER LEASING & RENTALS	Aurora Trailer Leasing & Rental LLC	Application pending	United States Trademark App. Serial No. 76,100,782	Filed 8/1/00

SCHEDULE A (Cont.)

<u>Copyrights</u>	<u>Owner</u>	<u>Status in Copyright Office</u>	<u>Federal Registration Number</u>	<u>Registration Date</u>
Repair parts catalog for Fruehauf model FB 102" wide	Aurora Parts & Accessories LLC	Registered	U.S. Copyright Reg. No. TX1681184	8/13/85

<u>Domain Name</u>	<u>Registrar</u>	<u>Registrar</u>
AURORALEASE.COM	Network Solutions Inc. ("NSI") registration on 7/22/03	Aurora Trailer Holdings, LLC ("Aurora Trailer")
AURORATRAILERS.COM	NSI registration on 7/22/03	Aurora Trailer
AURORATRILER.COM	NSI registration on 7/22/03	Aurora Trailer
APEXLEASING.COM	NSI registration on 7/22/03	Aurora Trailer
AURORAPARTS.COM	NSI registration on 7/22/03	Aurora Trailer
AURORATRILERLEASING.COM	NSI registration on 7/22/03	Aurora Trailer
AURORATRILERPARTS.COM	NSI registration on 7/22/03	Aurora Trailer
FRUEHAUF.BIZ	NSI registration on 1/3/02	Aurora Trailer
FRUEHAUF.INFO	NSI registration on 7/31/01	Aurora Trailer
APEXTRAILERS.COM	NSI registration on 9/7/01	Aurora Trailer

SCHEDULE B (Cont.)

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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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): Aurora Parts & Accessories LLC, 12813 Flushing Meadows Drive St. Louis, MO 63131. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation - State, and Other Limited Liability Company (checked).

2. Name and address of receiving party(ies): Name: Fleet Capital Corporation. Internal Address: Street Address: 1633 Broadway. City: NY State: NY Zip: 10019. Country: Corporation - State Rhode Island (checked).

3. Nature of conveyance: Security Agreement (checked). Includes checkboxes for Assignment, Merger, Change of Name, and Other.

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 X No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 843130. Includes checkbox for Additional numbers attached? Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary B. Aversano, Esq. c/o Kramer Levin Naftalis & Frankel. Street Address: 919 Third Avenue. City: NY State: NY Zip: 10022

6. Total number of applications and registrations involved: 1. 7. Total fee (37 CFR 3.41): \$40.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Mary B. Aversano. Includes fields for Name of Person Signing, Signature, and Date.

Total number of pages including cover sheet, attachments, and document: Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments Washington, D.C. 20231

SCHEDULE B (Cont.)

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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):
Aurora Trailer Leasing & Rental LLC,
12813 Flushing Meadows Drive
St. Louis, MO 63131

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: Fleet Capital Corporation
Internal
Address: _____
Street Address: 1633 Broadway
City: NY State: NY Zip: 10019
Country:
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State Rhode Island
 Other _____

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 conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

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

A. Trademark Application No.(s) 76/100782

Additional numbers attached? Yes No

B. Trademark Registration No.(s) _____

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

Name: Mary B. Aversano, Esq.
Internal Address: _____
c/o Kramer Levin Naftalis & Frankel

Street Address: 919 Third Avenue

City: NY 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: _____

DO NOT USE THIS SPACE

9. Signature.

Mary B. Aversano

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE B

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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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): Aurora Trailer Holdings LLC, 12813 Flushing Meadows Drive St. Louis, MO 63131 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [] Corporation - Delaware [X] Other Limited Liability Company Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Fleet Capital Corporation Internal Address: Street Address: 1633 Broadway City: NY State: NY Zip: 10019 Country: [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation - State Rhode Island [] Other 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 [X] No

3. Nature of conveyance: [] Assignment [] Merger [X] Security Agreement [] Change of Name [] Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/538913 Additional numbers attached? [] Yes [X] No

B. Trademark Registration No.(s) 1803189, 1969909.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary B. Aversano, Esq. Internal Address: c/o Kramer Levin Naftalis & Frankel Street Address: 919 Third Avenue City: NY State: NY Zip: 10022

6. Total number of applications and registrations involved 3 7. Total fee (37 CFR 3.41) \$90.00 [] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE


9. Signature. Mary B. Aversano Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments Washington, D.C. 20231

SCHEDULE B (Cont.)

Fees are effective through June 30, 2002. After that date, check the Copyright Office Website at www.loc.gov/copyright or call (202) 707-3000 for current fee information.

DOCUMENT COVER SHEET 
For Recordation of Documents
UNITED STATES COPYRIGHT OFFICE

DATE OF RECORDATION
(Assigned by Copyright Office)

Month _____ Day _____ Year _____

Volume _____ Page _____

Volume _____ Page _____

FUNDS RECEIVED _____

Do not write on or above this line.

To the Register of Copyrights:

Please record the accompanying original document or copy thereof.

FOR OFFICE USE ONLY

1 Name of the party or parties to the document spelled as they appear in the document (List up to the first three)

Wabash National Corporation
Aurora Parts & Accessories LLC

2 Date of execution and/or effective date of the accompanying document

(month) (day) (year)

3 Completeness of document

- Document is complete by its own terms
 Document is not complete. Record "as is."

4 Description of document.

- Transfer of Copyright
 Security Interest
 Change of Name of Owner

- Termination of Transfer(s) [Section 304]
 Shareware
 Life, Identity, Death Statement [Section 302]
 Transfer of Mask Works

Other _____

5 Title of first work as given in the document Repair parts catalog for Fruehauf model FB 102" wide

6 Total number of titles in document _____

7 Amount of fee calculated \$ _____

8 Fee enclosed
 Check
 Money Order

Fee authorized to be charged to:
Copyright Office
Deposit Account number _____
Account name _____

9 **Affirmation:*** I hereby affirm to the Copyright Office that the information given on this form is a true and correct representation of the accompanying document. This affirmation will not suffice as a certification of a photocopy signature on the document. (Affirmation *must* be signed even if you are also signing Space 10)

10

Certification:* Complete this certification in addition to the Affirmation if a photocopy of the original signed documents is substituted for a document bearing the actual signature.

NOTE: This space *may not* be used for an official certification.

I certify under penalty of perjury under the laws of the United States of America that the accompanying document is a true copy of the original document.



Signature _____

Date _____

Phone Number _____ Fax Number _____

Signature _____

Duly Authorized Agent of: _____

Date _____

Recordation will be mailed in window envelope to this address:

Name
Number/Street/Apt
City/State/ZIP

YOU MUST:

- Complete all necessary spaces
- Sign your Cover Sheet in Space 9

SEND ALL 3 ELEMENTS TOGETHER:

1. Two copies of the Document Cover Sheet
2. Check/Money order payable to Register of Copyrights
3. Document

MAIL TO:

Library of Congress, Copyright Office Documents
Recordation Section, LM-462
101 Independence Avenue, S.E.
Washington, D.C. 20559-6000

The recordation fee for the Document Cover Sheets \$50 and \$15 for each group of 10 additional titles as of July 1, 1999.

*Knowingly and willfully falsifying material facts on this form may result in criminal liability. 18 U.S.C. §1001.

June 1999-20,000

WEB REV: June 1999