

06-07-2004
102759707

Tab settings

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

6-7-04

1. Name of conveying party(ies):
MCI Holdings, Inc. and parties listed in Trademark Security Agreement

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

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

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name Other

Execution Date: May 27, 2004

2. Name and address of receiving party(ies)
Name: Franklin Mutual Advisers, LLC Internal as administrative and collateral Address: agent

Street Address: 51 John F. Kennedy Parkway City: Short Hills State: NJ Zip: 07078

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule 1 attached hereto.

Additional number(s) attached Yes No

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

Name: Penelope Agodoa

Internal Address: Federal Research Company, LLC

Street Address: 1030 Fifteenth St., N.W.

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41) \$ 415.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Man Wai Lau for CWT

Name of Person Signing

M. W. Lau

Signature

6/4/2004

Date

06/08/2004 LNUELLER 00000004 74289679

Total number of pages including cover sheet, attachments, and document: 15

01 FC:8521 02 FC:8522

40.00 UP 375.00 UP

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

SCHEDULE 1
TRADEMARK SECURITY AGREEMENT

Trademarks/Service Marks

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
*BusLease, Inc. (n/k/a MCI Financial Services, Inc.)	USA	MISC. DESIGN (FRONT AND SIDE OF BUS)	6/29/92	4/26/94	1,832,909	74-289,679	Intl. Cl. 37 and 39	BUS REPAIR, REFURBISHING AND MAINTENANCE SERVICES; LEASING OF BUSES
Universal Coach Parts, Inc. (n/k/a MCI Service Parts, Inc.) (name change to MCI Service Parts, Inc. not on assignment record)	Canada	COACH GUARD & DESIGN	8/16/94	5/3/96	457005	761,675		MOTOR COACH PARTS, THEIR SUB-COMPONENTS AND RELATED LUBRICANTS, NAMELY, AXLE SYSTEMS, BRAKE AND AIR SYSTEMS, BEARINGS AND SEALS, COOLING SYSTEMS, ELECTRICAL SYSTEMS, ENGINE, TRANSMISSION, DRIVE LINE AND CLUTCH SYSTEMS, FUEL, EXHAUST AND EMISSION MEASURING SYSTEMS, RUBBER PARTS (SUCH AS BELTS AND BUSHINGS), SUSPENSION SYSTEMS, FILTERS, STEERING SYSTEMS, WHEEL, DRUM AND HUB SYSTEMS, WHEELCHAIR LIFTS, HEATING, VENTILATING AND AIR CONDITION SYSTEMS, AND THE LIKE
Universal Coach Parts, Inc. (n/k/a MCI Service Parts, Inc.) (name change to MCI Service Parts, Inc. not on assignment record)	Canada	COACH GUARD	8/16/94	3/22/96	TMAA455,910	761,678		MOTOR COACH PARTS, THEIR SUB-COMPONENTS AND RELATED LUBRICANTS, NAMELY, AXLE SYSTEMS, BRAKE AND AIR SYSTEMS, BEARINGS AND SEALS, COOLING SYSTEMS, ELECTRICAL SYSTEMS, ENGINE, TRANSMISSION, DRIVE LINE AND CLUTCH SYSTEMS, FUEL, EXHAUST AND EMISSION MEASURING

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
*MCI Service Parts, Inc.	USA	FLXIBLE	3/11/93	6/14/94	1,839,332	74/366,998	Int. Cl. 12	SYSTEMS, RUBBER PARTS (SUCH AS BELTS AND BUSHINGS), SUSPENSION SYSTEMS, FILTERS, STEERING SYSTEMS, WHEEL, DRUM AND HUB SYSTEMS, WHEELCHAIR LIFTS, HEATING, VENTILATING AND AIR CONDITIONING SYSTEMS, AND THE LIKE
*MCI Service Parts, Inc.	USA	COACH GUARD	6/23/94	4/23/96	1,969,306	74/541577	Int. Cl. 6, 7, 9, 11, 12 and 17	BUSES AND STRUCTURAL PARTS THEREOF MOTOR VEHICLE PARTS, NAMELY METAL SEALS, IN CLASS 6; MOTOR VEHICLE PARTS, NAMELY, AIR COMPRESSORS, ALTERNATORS AND GENERATORS; ENGINE PARTS, NAMELY WATER PUMPS, AIR FILTERS, OIL FILTERS, FUEL FILTERS, COOLANT FILTERS, WATER FILTERS, FAN BELTS, DRIVE BELTS, RUBBER ENGINE MOUNTS AND POLYURETHANE BUSHINGS; ELECTRIC MOTORS AND PARTS THEREOF, NAMELY MOTOR BRUSHES AND SPRINGS, IN CLASS 7; MOTOR VEHICLE PARTS, NAMELY BATTERIES, BATTERY CHARGERS, ELECTRIC SWITCHES, VIDEO SECURITY SYSTEMS CONSISTING OF VIDEO CAMERA, VIDEO CASSETTE RECORDER, MONITOR AND INFRARED LIGHTING MODULE, SOLENOID VALVES, COOLANT LEVEL SENSORS, OIL LEVEL SENSORS, EMISSIONS MEASURING DEVICES CONSISTING OF OPACITY METERS AND RECORDERS, IN CLASS 9; MOTOR VEHICLE PARTS, NAMELY SLEEVES AND WASHERS FOR HEATERS, ELECTRIC LIGHT BULBS, HEADLAMPS, TAIL LAMPS, BALLAST FOR FLUORESCENT FIXTURES; AIR

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
*MCI Service Parts, Inc.	USA	COACH GUARD & DESIGN	6/5/95	3/18/97	2,045,412	74-684,360	Intl. Cl. 6, 7, 9, 10, 11, 12 and 17	CONDITIONER COMPRESSORS AND PARTS THEREFOR, NAMELY CLUTCHES, PISTONS, CONNECTING RODS, BEARINGS, SEALS, COILS, FAN BELTS, DRIVE BELTS, SLEEVES AND WASHERS, IN CLASS 11; MOTOR VEHICLE PARTS, NAMELY AXLE BEARINGS, WHEEL BEARINGS, WHEEL STUDS, TIE RODS, KING PINS, BRAKE SHOES, BRAKE CYLINDERS, BRAKE LININGS, BRAKE HARDWARE, BRAKE VALVES, DRIVE GEARS, STEERING GEAR BOXES, STEERING GEARS, STEERING PUMPS, CLUTCHES, BUMPER, TRANSMISSIONS, TRANSMISSION OIL COOLERS AND WINDSHIELD WIPER MOTORS, IN CLASS 12; MOTOR VEHICLE PARTS, NAMELY RUBBER SEALS AND GASKETS, IN CLASS 17
								MOTOR VEHICLE PARTS, NAMELY METAL SEALS IN CLASS 6; MOTOR VEHICLE PARTS, NAMELY AIR COMPRESSORS, ALTERNATORS AND GENERATORS; ENGINE PARTS, NAMELY WATER PUMPS, AIR FILTERS, OIL FILTERS, FUEL FILTERS, COOLANT FILTERS, WATER FILTERS, FAN BELTS, DRIVE BELTS, RUBBER ENGINE MOUNTS AND POLYURETHANE BUSHINGS; ELECTRIC MOTORS AND PARTS THEREFOR, NAMELY MOTOR BRUSHES AND SPRINGS, IN CLASS 7; MOTOR VEHICLE PARTS, NAMELY BATTERIES, BATTERY CHARGERS, ELECTRIC SWITCHES, VIDEO SECURITY SYSTEMS CONSISTING OF VIDEO CAMERA, VIDEO CASSETTE RECORDER, MONITOR AND INFRARED

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
*MCI Service Parts, Inc.	USA	THE PARTS PROS	5/5/89	1/23/90	1,579,673	73-797,891	Intl. Cl. 42	LIGHTING MODULE, SOLENOID VALVES, COOLANT LEVEL SENSORS, OIL LEVEL SENSORS, EMISSIONS MEASURING DEVICES CONSISTING OF OPACITY METERS AND RECORDERS, IN CLASS 9; WHEELCHAIR LIFT SENSORS AND SWITCHES IN CLASS 10; MOTOR VEHICLE PARTS, NAMELY SLEEVES AND WASHERS FOR HEATERS, ELECTRIC LIGHT BULBS, HEADLAMPS, TAIL LAMPS, BALLAST FOR FLUORESCENT FIXTURES; AIR CONTIONER COMPRESSORS AND PARTS THEREFOR, NAMELY, CLUTCHES, PISTONS, CONNECTING RODS, BEARINGS, SEALS, COILS, FAN BELTS, DRIVE BELTS, SLEEVES AND WASHERS, IN CLASS 11; MOTOR VEHICLE PARTS, NAMELY AXLE BEARINGS, WHEEL BEARINGS, WHEEL STUDS, TIE RODS, KING PINS, BRAKE SHOES, BRAKE CYLINDERS, BRAKE LININGS, BRAKE HARDWARE, BRAKE VALVES, DRIVE GEARS, STEERING GEAR BOXES, STEERING GEARS, STEERING PUMPS, CLUTCHES, BUMPERS, TRANSMISSIONS, TRANSMISSION OIL COOLERS, WINDSHIELD WIPER MOTORS AND WHEELCHAIR LIFT CYLINDERS, IN CLASS 12; MOTOR VEHICLE PARTS, NAMELY RUBBER SEALS AND GASKETS, IN CLASS 17
*MCI Service Parts, Inc.	USA	BILLINGS LEY DESIGN	8/8/83	2/26/85	1322652	73/438,248	Intl. Cl. 42	MOTOR VEHICLE PART DISTRIBUTORSHIP SERVICES

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
		MARK						
*MCII Holdings, Inc.	USA	Miscellaneous (Web) Design	8/18/98	6/6/00	2,356,154	75/538,283	Intl. Cl. 41	CONDUCTING TRAINING IN THE OPERATION AND MAINTENANCE OF BUSES AND MOTOR COACHES
*MCII Holdings, Inc.	USA	MCII (STYLIZED)	10/7/93	12/1/98	2,207,719	75/977,822	Intl. Cl. 36 and 37	FINANCING SERVICES RELATING TO THE PURCHASE OF NEW AND USED BUSES AND MOTOR COACHES, BUS AND MOTOR COACH BROKERAGE SERVICES; MAINTENANCE AND REPAIR OF LEASED BUSES AND MOTOR COACHES
*MCII Holdings, Inc.	USA	MISCELLANEOUS (WEB) DESIGN	6/24/98	8/17/99	2,270,668	75/506,152	Intl. Cl. 35, 36, 37, 39 and 40	MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS AND DISTRIBUTORSHIP SERVICES; MOTOR COACH AND BUS BROKERAGE, APPRAISAL AND LOAN FINANCING SERVICES; MOTOR COACH AND BUS MAINTENANCE AND REPAIR SERVICES; MOTOR COACH AND BUS LEASING SERVICES; AND CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS
Motor Coach Industries, Inc.	Australia	MCI	2/14/78	2/14/78	315706		Cl. 12	BUSES AND PARTS THEREOF
Motor Coach Industries, Inc.	Brazil	MCI	9/14/93	5/9/95	817443010	817443010	Cl. 7	VEHICLES, INCLUDING MOTOR COACHES AND BUSES AND PARTS THEREFOR
Motor Coach Industries, Inc.	Canada	RENAISSANCE	7/16/97	10/5/98	TMA501781	850,044		MOTOR COACHES
Motor Coach Industries, Inc.	Canada	SWIRL DESIGN	7/7/97	8/27/98	499515	850046		MOTOR COACHES
Motor Coach Industries, Inc.	China	MCI	9/12/79	11/15/81	151,947		Intl. Cl. 12	MOTOR BUSES, VEHICLE PARTS
Motor Coach Industries, Inc.	Egypt	MCI	7/19/93			87608	Intl. Cl. 12	VEHICLES, PARTICULARLY MOTOR COACHES, BUSES AND PARTS THEREFOR
Motor Coach Industries, Inc.	EI	MCI	1/15/80	5/4/82	88		Cl. 26	VEHICLES OF ALL TYPES

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
Motor Coach Industries, Inc.	Salvador							
Motor Coach Industries, Inc.	Guatemala	MCI	5/12/80	9/4/80	39881		Cl. 12	BUSES
Motor Coach Industries, Inc.	Honduras	MCI	5/28/80	1/19/81	29076		Cl. 12	VEHICLES, LAND VEHICLES AND BUSES IN PARTICULAR
Motor Coach Industries, Inc.	Israel	MCI	9/14/79	9/15/82	48652		Cl. 12	MOTOR BUSES
Motor Coach Industries, Inc.	Mexico	MCI	12/11/92	8/30/95	502,213	156,766	Intl. Cl. 12	VEHICLES, APPARATUS FOR LOCOMOTION BY LAND, AIR OR WATER
Motor Coach Industries, Inc.	Mexico	MCI	7/16/91	7/16/91	415631	118168	Intl. Cl. 37	SERVICES RELATING TO ASSEMBLY, MAINTENANCE AND REPAIR OF VEHICLES
Motor Coach Industries, Inc.	Mexico	MCI & DESIGN	3/31/95	9/23/96	531,382	228,686	Intl. Cl. 37	SERVICES FOR THE ASSEMBLY, MAINTENANCE AND REPAIR OF VEHICLES
Motor Coach Industries, Inc.	Panama	MCI	5/6/80	11/19/80	25334		Intl. Cl. 12	BUSES
Motor Coach Industries, Inc.	Saudi Arabia	MCI	4/17/90	11/11/90	228/5		Cl. 12	MOTOR BUSES
Motor Coach Industries, Inc.	South Africa	MCI	9/24/79	9/24/79	B79/5093		Cl. 12	APPARATUS FOR LOCOMOTION BY LAND, AIR OR WATER; VEHICLES INCLUDING BUSES, COACHES, CARRIAGES, TRUCKS, MECHANICAL HORSES AND TRAILERS; TOURING VEHICLES; LUGGAGE CARRIERS AND LUGGAGE HOLDERS FOR VEHICLES; PARTS AND ACCESSORIES FOR THE AFOREGOING
Motor Coach Industries, Inc.	Taiwan	MCI	9/9/93	3/16/94	637645	82034300	Intl. Cl. 12	VEHICLES, INCLUDING MOTOR COACHES, BUSES AND PARTS THEREFORE
Motor Coach Industries, Inc.	Uruguay	MCI	8/13/80	7/30/81	166,383	73/0245,987	Intl. Cl. 7, 12 and 22	STARTING SPARK PLUGS FOR EXPLOSION AND GAS ENGINES AND ALL THOSE ITEMS WHICH COULD BE INCLUDED IN LOCAL CLASS 24; EXCEPT BRAKES (FOR AUTOMOBILES), OARS, AXLES, AXLE BOXES, PUMPS,

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
*Motor Coach Industries, Inc.	USA	MCI	7/26/76	10/4/77	1,074,499	73-094,646	Incl. Cl. 12	BABY PRAMS, SAILS FOR BOATS AND ALL THOSE ITEMS WHICH COULD BE INCLUDED IN LOCAL CLASS 24
*Motor Coach Industries, Inc.	USA	MCI & DESIGN	11/3/64	9/28/65	796,660	72//205,403	Incl. Cl. 12	MOTOR BUSES
*Motor Coach Industries, Inc.	USA	MCI (STYLIZE D)	4/3/86	11/4/86	1,415,772	73/591,420	Incl. Cl. 12	MOTOR BUSES
*Motor Coach Industries, Inc.	USA	RENAISSANCE	12/23/96	12/16/97	2,121,666	75/217847	Incl. Cl. 12	MOTOR COACHES
*Motor Coach Industries, Inc.	USA	MISCELLANEOUS (SWIRL) DESIGN	7/28/97	10/13/98	2,195,446	75/331,380	Incl. Cl. 12	MOTOR COACHES
*Motor Coach Industries, Inc.	USA	CHALLENGER	11/8/62	1/28/64	763,801	72-158,494	Cl. 19	MOTOR COACHES AND BUSES
Motor Coach Industries, Inc.	Venezuel	MCI	2/8/96	5/9/97	1996-001728	1728-96	Int. Cl. 12	VEHICLES AND PARTS THEREOF
Motor Coach Industries International, Inc.	Canada	LOGO DESIGN	11/23/00	1083779		1083779		BUSES; MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES; MOTOR COACH AND BUS BROKERAGE; APPRAISAL AND LOAN FINANCING SERVICES; EXTENDED WARRANTY CONTRACTS, WARRANTY CONTRACTS, AND WARRANTY PROGRAMS IN THE FIELD OF BUS MAINTENANCE AND REPAIR; MOTOR COACH AND BUS MAINTENANCE AND REPAIR SERVICES AND ROADSIDE ASSISTANCE SERVICES; MOTOR COACH AND BUS LEASING SERVICES; CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS; CONDUCTING TRAINING IN THE OPERATION AND

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00			461,364	Intl Cl. 35	MAINTENANCE OF BUSES AND MOTOR COACHES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00					MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00		739477	461,365	Intl. 36	MOTOR COACH AND BUS BROKERAGE; APPRAISAL AND LOAN FINANCING SERVICES; EXTENDED WARRANTY CONTRACTS, WARRANTY PROGRAMS IN THE FIELD OF BUS MAINTENANCE AND REPAIR
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	5/24/01	699263	461,363	Intl 12	BUSES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	5/18/01	698587	461,367	Intl. Cl. 39	MOTOR COACH AND BUS LEASING SERVICES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	6/20/01	702550	461,368	Intl. Cl. 40	CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	4/25/01	695922	461,366	Intl Cl. 37	MOTOR COACH AND BUS MAINTENANCE AND REPAIR SERVICES AND ROADSIDE ASSISTANCE SERVICES;
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	4/25/01	695923	461,369	Intl Cl. 41	CONDUCTING TRAINING IN THE OPERATION AND MAINTENANCE OF BUSES AND MOTOR COACHES
Motor Coach Industries International, Inc.	USA	LOGO DESIGN	6/13/00	10/8/02	2632667	76068431	Intl Cl. 12,35,36,37,39,40,41	BUSES; MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES; MOTOR COACH AND BUS BROKERAGE; APPRAISAL AND LOAN FINANCING SERVICES; EXTENDED WARRANTY CONTRACTS, WARRANTY CONTRACTS, AND WARRANTY PROGRAMS IN THE FIELD OF BUS MAINTENANCE AND REPAIR; MOTOR COACH AND BUS MAINTENANCE AND

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
Motor Coach Industries Limited	Canada	MCI & DESIGN	8/13/73	11/1/74	TMA202,1 58	367,158		REPAIR SERVICES AND ROADSIDE ASSISTANCE SERVICES; MOTOR COACH AND BUS LEASING SERVICES; CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS; CONDUCTING TRAINING IN THE OPERATION AND MAINTENANCE OF BUSES AND MOTOR COACHES
Motor Coach Industries Limited	Canada	SKYVIEW & DESIGN	8/23/77	1/26/79	TMA231,6 26	414731		BUSES, MOTOR COACHES, MOTOR COACH PARTS, CRESTS AND BADGES
Motor Coach Industries Limited	Canada	SKYVIEW	8/23/77	12/15/78	TMA231,2 40	414730		SIGHT SEEING BUSES AND COACHES
Motor Coach Industries Limited	Canada	CHALLENGER IN SPECIAL SHOWING	2/10/60	9/16/60	TMA119,4 61	255,250		MOTOR COACHES AND BUSES
Motor Coach Industries Limited	Canada	COURIER	2/20/52	2/20/52	UCA042,3 17	214,045		MOTOR COACHES

* Assigned to the Canadian Imperial Bank of Commerce on 6/16/99 as a security interest.

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of May 27, 2004 (this "Agreement") by and among MCII HOLDINGS, INC., a Delaware corporation ("Holdings"), MOTOR COACH INDUSTRIES INTERNATIONAL, INC., a Delaware corporation ("MCII" or "Borrower"), MCI FINANCIAL SERVICES, INC., a Delaware corporation ("MCIFS"), MCI SALES AND SERVICE, INC., a Delaware corporation ("MCISS"), MCI SERVICE PARTS, INC., a Delaware corporation ("MCISP"), MCII FINANCIAL SERVICES INC., a Delaware corporation ("MCIIFS"), MCII FINANCIAL SERVICES II, INC., a Delaware corporation ("MCIIFSII"), MOTOR COACH INDUSTRIES, INC., a Delaware corporation ("MCI"), TRANSIT BUS INTERNATIONAL, INC., a Delaware corporation ("TBI"), and MCI ACCEPTANCE CORP., a Delaware corporation ("MCIAC") (and together with Holdings, MCII, MCIFS, MCISS, MCISP, MCIIFS, MCIIFSII, MCI and TBI, the "Grantors") and FRANKLIN MUTUAL ADVISERS, LLC, a Delaware limited liability company, in its capacity as administrative agent and collateral agent under that certain Credit Agreement (as defined below) (in such capacity, "Agent").

WHEREAS:

- (A) Pursuant to that certain Third Lien Credit Agreement dated as of the date hereof (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement") among the Grantors, the financial institutions party thereto as lenders ("Lenders"), and Agent, among other things, Lenders have agreed to make Loans to Borrower upon the terms and subject to the conditions specified in the Credit Agreement;
- (B) Borrower wishes to borrow the Loans;
- (C) Lenders are willing to make the Loans to be made by them as provided for in the Credit Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Agent, for the benefit of itself and Lenders, that certain Security Agreement dated as of the date hereof (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement") by and among Grantors and Agent; and
- (D) Pursuant to the Security Agreement, each Grantor is required to execute and deliver to Agent, for the benefit of itself and Lenders, this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

To secure the payment of the Obligations (all such Obligations, the "Secured Obligations"), each Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

- (a) all of its Trademarks and Trademark Licenses to which such Grantor is a party including those referred to on Schedule I hereto;
- (b) all renewals of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT

The security interests granted pursuant to this Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

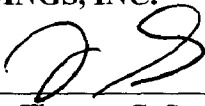
4. TERMINATION

This Agreement shall terminate on the Termination Date.

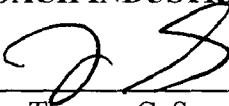
[SIGNATURE PAGES FOLLOW]

Dated as of May __, 2004

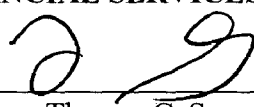
MCII HOLDINGS, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

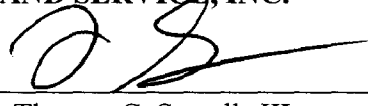
MOTOR COACH INDUSTRIES INTERNATIONAL, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

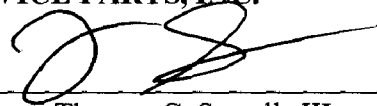
MCI FINANCIAL SERVICES, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

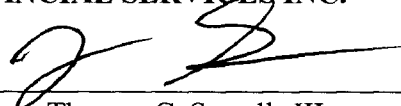
MCI SALES AND SERVICE, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

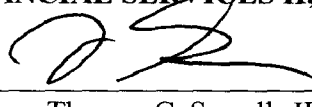
MCI SERVICE PARTS, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

MCII FINANCIAL SERVICES INC.


By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

MCII FINANCIAL SERVICES II, INC.

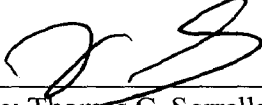
By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

Motor Coach Third Lien Trademark Security Agreement and Patent Security Agreement
Power of Attorney


MOTOR COACH INDUSTRIES, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

TRANSIT BUS INTERNATIONAL, INC.

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

MCI ACCEPTANCE CORP

By: 
Name: Thomas C. Sorrells III
Title: President and Chief Executive Officer

Motor Coach Third Lien Trademark Security Agreement and Patent Security Agreement
Power of Attorney

ACCEPTED AND ACKNOWLEDGED BY:

FRANKLIN MUTUAL ADVISERS, LLC, as Agent



By:
Its Duly Authorized Signatory

Bradley Takahashi
Vice President

Motor Coach Trademark Security Agreement

NYLIB5 774510.2

TRADEMARK
REEL: 002983 FRAME: 0593

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
*MCI Service Parts, Inc.	USA	FLXIBLE	3/11/93	6/14/94	1,839,332	74/366,998	Intl. Cl. 12	SYSTEMS, RUBBER PARTS (SUCH AS BELTS AND BUSHINGS), SUSPENSION SYSTEMS, FILTERS, STEERING SYSTEMS, WHEEL, DRUM AND HUB SYSTEMS, WHEELCHAIR LIFTS, HEATING, VENTILATING AND AIR CONDITIONING SYSTEMS, AND THE LIKE
*MCI Service Parts, Inc.	USA	COACH GUARD	6/23/94	4/23/96	1,969,306	74/541577	Intl. Cl. 6, 7, 9, 11, 12 and 17	BUSES AND STRUCTURAL PARTS THEREOF MOTOR VEHICLE PARTS, NAMELY METAL SEALS, IN CLASS 6; MOTOR VEHICLE PARTS, NAMELY, AIR COMPRESSORS, ALTERNATORS AND GENERATORS; ENGINE PARTS, NAMELY WATER PUMPS, AIR FILTERS, OIL FILTERS, FUEL FILTERS, COOLANT FILTERS, WATER FILTERS, FAN BELTS, DRIVE BELTS, RUBBER ENGINE MOUNTS AND POLYURETHANE BUSHINGS; ELECTRIC MOTORS AND PARTS THEREFOR, NAMELY MOTOR BRUSHES AND SPRINGS, IN CLASS 7; MOTOR VEHICLE PARTS, NAMELY BATTERIES, BATTERY CHARGERS, ELECTRIC SWITCHES, VIDEO SECURITY SYSTEMS CONSISTING OF VIDEO CAMERA, VIDEO CASSETTE RECORDER, MONITOR AND INFRARED LIGHTING MODULE, SOLENOID VALVES, COOLANT LEVEL SENSORS, OIL LEVEL SENSORS, EMISSIONS MEASURING DEVICES CONSISTING OF OPACITY METERS AND RECORDERS, IN CLASS 9; MOTOR VEHICLE PARTS, NAMELY SLEEVES AND WASHERS FOR HEADLAMPS, ELECTRIC LIGHT BULBS, HEADLAMPS, TAIL LAMPS, BALLAST FOR FLUORESCENT FIXTURES; AIR

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*MCI Service Parts, Inc.	USA	COACH GUARD & DESIGN	6/5/95	3/18/97	2,045,412	74-684,360	Intl. Cl. 6, 7, 9, 10, 11, 12 and 17	CONDITIONER COMPRESSORS AND PARTS THEREFOR, NAMELY CLUTCHES, PISTONS, CONNECTING RODS, BEARINGS, SEALS, COILS, FAN BELTS, DRIVE BELTS, SLEEVES AND WASHERS, IN CLASS 11; MOTOR VEHICLE PARTS, NAMELY AXLE BEARINGS, WHEEL BEARINGS, WHEEL STUDS, TIE RODS, KING PINS, BRAKE SHOES, BRAKE CYLINDERS, BRAKE LININGS, BRAKE HARDWARE, BRAKE VALVES, DRIVE GEARS, STEERING GEAR BOXES, STEERING GEARS, STEERING PUMPS, CLUTCHES, BUMPERS, TRANSMISSIONS, TRANSMISSION OIL COOLERS AND WINDSHIELD WIPER MOTORS, IN CLASS 12; MOTOR VEHICLE PARTS, NAMELY RUBBER SEALS AND GASKETS, IN CLASS 17 MOTOR VEHICLE PARTS, NAMELY METAL SEALS IN CLASS 6; MOTOR VEHICLE PARTS, NAMELY AIR COMPRESSORS, ALTERNATORS AND GENERATORS; ENGINE PARTS, NAMELY WATER PUMPS, AIR FILTERS, OIL FILTERS, FUEL FILTERS, COOLANT FILTERS, WATER FILTERS, FAN BELTS, DRIVE BELTS, RUBBER ENGINE MOUNTS AND POLYURETHANE BUSHINGS; ELECTRIC MOTORS AND PARTS THEREFOR, NAMELY MOTOR BRUSHES AND SPRINGS, IN CLASS 7; MOTOR VEHICLE PARTS, NAMELY BATTERIES, BATTERY CHARGERS, ELECTRIC SWITCHES, VIDEO SECURITY SYSTEMS CONSISTING OF VIDEO CAMERA, VIDEO CASSETTE RECORDER, MONITOR AND INFRARED

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								LIGHTING MODULE, SOLENOID VALVES, COOLANT LEVEL SENSORS, OIL LEVEL SENSORS, EMISSIONS MEASURING DEVICES CONSISTING OF OPACITY METERS AND RECORDERS, IN CLASS 9; WHEELCHAIR LIFT SENSORS AND SWITCHES IN CLASS 10; MOTOR VEHICLE PARTS, NAMELY SLEEVES AND WASHERS FOR HEATERS, ELECTRIC LIGHT BULBS, HEADLAMPS, TAIL LAMPS, BALLAST FOR FLUORESCENT FIXTURES; AIR CONTIONER COMPRESSORS AND PARTS THEREFOR, NAMELY, CLUTCHES, PISTONS, CONNECTING RODS, BEARINGS, SEALS, COILS, FAN BELTS, DRIVE BELTS, SLEEVES AND WASHERS, IN CLASS 11; MOTOR VEHICLE PARTS, NAMELY AXLE BEARINGS, WHEEL BEARINGS, WHEEL STUDS, TIE RODS, KING PINS, BRAKE SHOES, BRAKE CYLINDERS, BRAKE LININGS, BRAKE HARDWARE, BRAKE VALVES, DRIVE GEARS, STEERING GEAR BOXES, STEERING GEARS, STEERING PUMPS, CLUTCHES, BUMPER, TRANSMISSIONS, TRANSMISSION OIL COOLERS, WINDSHIELD WIPER MOTORS AND WHEELCHAIR LIFT CYLINDERS, IN CLASS 12; MOTOR VEHICLE PARTS, NAMELY RUBBER SEALS AND GASKETS, IN CLASS 17
*MCI Service Parts, Inc.	USA	THE PARTS PROS	5/5/89	1/23/90	1,579,673	73-797,891	Intl. Cl. 42	DISTRIBUTORSHIP SERVICES IN THE FIELD OF REPLACEMENT PARTS FOR VEHICLES
*MCI Service Parts, Inc.	USA	BILLINGS LEY DESIGN	8/8/83	2/26/85	1322652	73/438,248	Intl. Cl. 42	MOTOR VEHICLE PART DISTRIBUTORSHIP SERVICES

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*MCI Holdings, Inc.	USA	MARK Miscellaneous (Web) Design	8/18/98	6/6/00	2,356,154	75/538,283	Intl. Cl. 41	CONDUCTING TRAINING IN THE OPERATION AND MAINTENANCE OF BUSES AND MOTOR COACHES
*MCI Holdings, Inc.	USA	MCI (STYLIZED)	10/7/93	12/1/98	2,207,719	75/977,822	Intl. Cl. 36 and 37	FINANCING SERVICES RELATING TO THE PURCHASE OF NEW AND USED BUSES AND MOTOR COACHES, BUS AND MOTOR COACH BROKERAGE SERVICES; MAINTENANCE AND REPAIR OF LEASED BUSES AND MOTOR COACHES
*MCI Holdings, Inc.	USA	MISCELLANEOUS (WEB) DESIGN	6/24/98	8/17/99	2,270,668	75/506,152	Intl. Cl. 35, 36, 37, 39 and 40	MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES; MOTOR COACH AND BUS BROKERAGE, APPRAISAL AND LOAN FINANCING SERVICES; MOTOR COACH AND BUS MAINTENANCE AND REPAIR SERVICES; MOTOR COACH AND BUS LEASING SERVICES; AND CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS
Motor Coach Industries, Inc.	Australia	MCI	2/14/78	2/14/78	315706		Cl. 12	BUSES AND PARTS THEREOF
Motor Coach Industries, Inc.	Brazil	MCI	9/14/93	5/9/95	817443010	817443010	Cl. 7	VEHICLES, INCLUDING MOTOR COACHES AND BUSES AND PARTS THEREFOR
Motor Coach Industries, Inc.	Canada	RENAISSANCE	7/16/97	10/5/98	TMA50178 1	850,044		MOTOR COACHES
Motor Coach Industries, Inc.	Canada	SWIRL DESIGN	7/7/97	8/27/98	499515	850046		MOTOR COACHES
Motor Coach Industries, Inc.	China	MCI	9/12/79	11/15/81	151,947		Intl. Cl. 12	MOTOR BUSES, VEHICLE PARTS
Motor Coach Industries, Inc.	Egypt	MCI	7/19/93			87608	Intl. Cl. 12	VEHICLES, PARTICULARLY MOTOR COACHES, BUSES AND PARTS THEREFOR
Motor Coach Industries, Inc.	EI	MCI	1/15/80	5/4/82	88		Cl. 26	VEHICLES OF ALL TYPES

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Inc.	Salvador							
Motor Coach Industries, Inc.	Guatemala	MCI	5/12/80	9/4/80	39881		Cl. 12	BUSES
Motor Coach Industries, Inc.	Honduras	MCI	5/28/80	1/19/81	29076		Cl. 12	VEHICLES, LAND VEHICLES AND BUSES IN PARTICULAR
Motor Coach Industries, Inc.	Israel	MCI	9/14/79	9/15/82	48652		Cl. 12	MOTOR BUSES
Motor Coach Industries, Inc.	Mexico	MCI	12/11/92	8/30/95	502,213	156,766	Intl. Cl. 12	VEHICLES, APPARATUS FOR LOCOMOTION BY LAND, AIR OR WATER
Motor Coach Industries, Inc.	Mexico	MCI	7/16/91	7/16/91	415631	118168	Intl. Cl. 37	SERVICES RELATING TO ASSEMBLY, MAINTENANCE AND REPAIR OF VEHICLES
Motor Coach Industries, Inc.	Mexico	MCI & DESIGN	3/31/95	9/23/96	531,382	228,686	Intl. Cl. 37	SERVICES FOR THE ASSEMBLY, MAINTENANCE AND REPAIR OF VEHICLES
Motor Coach Industries, Inc.	Panama	MCI	5/6/80	11/19/80	25334		Intl. Cl. 12	BUSES
Motor Coach Industries, Inc.	Saudi Arabia	MCI	4/17/90	11/11/90	228/5		Cl. 12	MOTOR BUSES
Motor Coach Industries, Inc.	South Africa	MCI	9/24/79	9/24/79	B79/5093		Cl. 12	APPARATUS FOR LOCOMOTION BY LAND, AIR OR WATER; VEHICLES INCLUDING BUSES, COACHES, CARRIAGES, TRUCKS, MECHANICAL HORSES AND TRAILERS; TOURING VEHICLES; LUGGAGE CARRIERS AND LUGGAGE HOLDERS FOR VEHICLES; PARTS AND ACCESSORIES FOR THE AFOREGOING
Motor Coach Industries, Inc.	Taiwan	MCI	9/9/93	3/16/94	637645	82034300	Intl. Cl. 12	VEHICLES, INCLUDING MOTOR COACHES, BUSES AND PARTS THEREFORE
Motor Coach Industries, Inc.	Uruguay	MCI	8/13/80	7/30/81	166,383	73/0245,987	Intl. Cl. 7, 12 and 22	STARTING SPARK PLUGS FOR EXPLOSION AND GAS ENGINES AND ALL THOSE ITEMS WHICH COULD BE INCLUDED IN LOCAL CLASS 24; EXCEPT BRAKES (FOR AUTOMOBILES), OARS, AXLES, AXLE BOXES, PUMPS,

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
								BABY PRAMS, SAILS FOR BOATS AND ALL THOSE ITEMS WHICH COULD BE INCLUDED IN LOCAL CLASS 24
*Motor Coach Industries, Inc.	USA	MCI	7/26/76	10/4/77	1,074,499	73-094,646	Intl. Cl. 12	MOTOR BUSES
*Motor Coach Industries, Inc.	USA	MCI & DESIGN	11/3/64	9/28/65	796,660	72/205,403	Intl. Cl. 12	MOTOR BUSES
*Motor Coach Industries, Inc.	USA	MCI (STYLIZE D)	4/3/86	11/4/86	1,415,772	73/591,420	Intl. Cl. 12	MOTOR BUSES
*Motor Coach Industries, Inc.	USA	RENAISSANCE	12/23/96	12/16/97	2,121,666	75/217847	Intl. Cl. 12	MOTOR COACHES
*Motor Coach Industries, Inc.	USA	MISCELLANEOUS (SWIRL) DESIGN	7/28/97	10/13/98	2,195,446	75/331,380	Intl. Cl. 12	MOTOR COACHES
*Motor Coach Industries, Inc.	USA	CHALLENGER	11/8/62	1/28/64	763,801	72-158,494	Cl. 19	MOTOR COACHES AND BUSES
Motor Coach Industries, Inc.	Venezuela	MCI	2/8/96	5/9/97	1996-001728	1728-96	Int. Cl. 12	VEHICLES AND PARTS THEREOF
Motor Coach Industries International, Inc.	Canada	LOGO DESIGN	11/23/00	1083779		1083779		BUSES; MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES; MOTOR COACH AND BUS BROKERAGE; APPRAISAL AND LOAN FINANCING SERVICES; EXTENDED WARRANTY CONTRACTS, WARRANTY CONTRACTS, AND WARRANTY PROGRAMS IN THE FIELD OF BUS MAINTENANCE AND REPAIR; MOTOR COACH AND BUS MAINTENANCE AND REPAIR SERVICES AND ROADSIDE ASSISTANCE SERVICES; MOTOR COACH AND BUS LEASING SERVICES; CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS; CONDUCTING TRAINING IN THE OPERATION AND

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00			461,364	Intl Cl. 35	MAINTENANCE OF BUSES AND MOTOR COACHES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00		739477	461,365	Intl. 36	MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	5/24/01	699263	461,363	Intl. 12	MOTOR COACH AND BUS BROKERAGE; APPRAISAL AND LOAN FINANCING SERVICES; EXTENDED WARRANTY CONTRACTS, WARRANTY PROGRAMS IN THE FIELD OF BUS MAINTENANCE AND REPAIR
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	5/18/01	698587	461,367	Intl. Cl. 39	BUSES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	6/20/01	702550	461,368	Intl. Cl. 40	MOTOR COACH AND BUS LEASING SERVICES
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	4/25/01	695922	461,366	Intl Cl. 37	CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	4/25/01	695923	461,369	Intl Cl. 41	MOTOR COACH AND BUS MAINTENANCE AND REPAIR SERVICES AND ROADSIDE ASSISTANCE SERVICES;
Motor Coach Industries International, Inc.	Mexico	LOGO DESIGN	12/6/00	4/25/01	695923	461,369	Intl Cl. 41	CONDUCTING TRAINING IN THE OPERATION AND MAINTENANCE OF BUSES AND MOTOR COACHES
Motor Coach Industries International, Inc.	USA	LOGO DESIGN	6/13/00	10/8/02	2632667	76068431	Intl Cl. 12,35,36,37,39,40,41	BUSES; MOTOR COACH AND BUS DEALERSHIP SERVICES, AND MOTOR COACH, BUS AND DIESEL ENGINE PARTS DISTRIBUTORSHIP SERVICES; MOTOR COACH AND BUS BROKERAGE; APPRAISAL AND LOAN FINANCING SERVICES; EXTENDED WARRANTY CONTRACTS, WARRANTY CONTRACTS, AND WARRANTY PROGRAMS IN THE FIELD OF BUS MAINTENANCE AND REPAIR; MOTOR COACH AND BUS MAINTENANCE AND

Owner	Country	TM/SM	Filing Date	Reg. Date	Reg. No.	Serial No	Class	Goods/Services
								REPAIR SERVICES AND ROADSIDE ASSISTANCE SERVICES; MOTOR COACH AND BUS LEASING SERVICES; CUSTOM MANUFACTURE OF MOTOR COACHES FOR OTHERS; CONDUCTING TRAINING IN THE OPERATION AND MAINTENANCE OF BUSES AND MOTOR COACHES
Motor Coach Industries Limited	Canada	MCI & DESIGN	8/13/73	11/1/74	TMA202,1 58	367,158		BUSES, MOTOR COACHES, MOTOR COACH PARTS, CRESTS AND BADGES
Motor Coach Industries Limited	Canada	SKYVIEW & DESIGN	8/23/77	1/26/79	TMA231,6 26	414731		SIGHT SEEING BUSES AND COACHES
Motor Coach Industries Limited	Canada	SKYVIEW	8/23/77	12/15/78	TMA231,2 40	414730		SIGHT SEEING BUSES AND COACHES
Motor Coach Industries Limited	Canada	CHALLENGER IN SPECIAL SHOWING	2/10/60	9/16/60	TMA119,4 61	255,250		MOTOR COACHES AND BUSES
Motor Coach Industries Limited	Canada	COURIER	2/20/52	2/20/52	UCA042,3 17	214,045		MOTOR COACHES

*Assigned to the Canadian Imperial Bank of Commerce on 6/16/99 as a security interest.