

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sooner Trailer Manufacturing Company		01/21/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CP II UTC LLC		
Street Address:	30 Rockefeller Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1736416	SOONER	
Registration Number:	2323852		
CORRESPONDENCE DATA			
Fax Number:	(212)492-0562		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2123733562		
Email:	menakaplan@paulweiss.com, hranucci@paulweiss.com		
Correspondent Name:	Menachem Kaplan		
Address Line 1:	1285 Avenue of the Americas		
Address Line 2:	c/o Paul, Weiss, LLP		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	17942-013		
NAME OF SUBMITTER:	Menachem Kaplan		
Signature:	/Menachem Kaplan/		

CH \$65.00 1736416

Date:

01/22/2009

Total Attachments: 4

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ASSIGNMENT FOR SECURITY

WHEREAS, Sooner Trailer Manufacturing Company (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 Junior Lien Security Agreement, dated January 21, 2009 (as the same has been and may hereafter be amended, restated, supplemented or otherwise modified from time to time in accordance with its terms, the "Security Agreement"), in favor of CP II UTC LLC, in its capacity as Collateral Agent for certain agents and 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 Liabilities (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 Liabilities.

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.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be
duly executed by its officer thereunto duly authorized as of January 21, 2009.

GRANTOR:

**SOONER TRAILER
MANUFACTURING COMPANY, a
Delaware corporation**

By: Thomas W. Frey
Name: Thomas W. Frey
Title: Chairman and Chief
Executive Officer

[Signature Page to Assignment for Security - Trademarks (Sooner Trailer Manufacturing Company)]

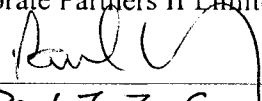
**TRADEMARK
REEL: 003922 FRAME: 0750**

ACKNOWLEDGED AND AGREED:

COLLATERAL AGENT:

CP II UTC LLC, as Collateral Agent

By: Corporate Partners II Limited, its sole member

By: 
Name: Paul J. Zepf
Title: Managing Principal

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications

Owned by Sooner Trailer Manufacturing Company

Trademark	Reg. No.	Reg. Date	Current Owner
SOONER	1,736,416	12/1/92	Sooner Trailer Manufacturing Company
Design Only	2,323,852	2/29/00	Sooner Trailer Manufacturing Company