

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
Universal Trailer Holdings Corp.		01/21/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	1300 East Ninth Street
Internal Address:	13th Floor
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	National Bank: DISTRICT OF COLUMBIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2830176	UNIVERSAL TRAILER CORPORATION
Registration Number:	2834494	UNIVERSAL TRAILER CORPORATION
Registration Number:	2821139	UNIVERSAL TRAILER
Registration Number:	2850912	UTAC
Registration Number:	2865044	UNIVERSAL TRAILER ACCEPTANCE CORPORATION
Registration Number:	2929014	A UNIVERSAL TRAILER CORP.
Registration Number:	2928986	UNIVERSAL TRAILER
Registration Number:	2927960	
Registration Number:	3001197	EXISS
Registration Number:	3022259	MILEY
Registration Number:	3213914	LEAVE YOUR MARK
Registration Number:	3276767	MILEY
Serial Number:	78548017	UNIVERSAL TRAILER SALES COMPANY, LLC

CH \$340.00 2830176

CORRESPONDENCE DATA

Fax Number: (216)241-0816

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 216-622-8200

Email: ipdocket@calfee.com

Correspondent Name: Carol A. Costanza

Address Line 1: Calfee, Halter & Griswold LLP

Address Line 2: 800 Superior Avenue, Suite 1400

Address Line 4: Cleveland, OHIO 44114-2688

ATTORNEY DOCKET NUMBER:	32412/04000
NAME OF SUBMITTER:	Carol A. Costanza
Signature:	/cac/
Date:	01/29/2009

Total Attachments: 4
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ASSIGNMENT FOR SECURITY

WHEREAS, Universal Trailer Holdings Corp. (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 that certain Security Agreement, dated as of October 27, 2006 (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 JPMORGAN CHASE BANK, N.A., 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:

**UNIVERSAL TRAILER HOLDINGS
CORP.,** a Delaware corporation

By: *Thomas W. Gray*
Name: Thomas W. Gray
Title: President and Chief Executive
Officer

ACKNOWLEDGED AND AGREED:

COLLATERAL AGENT:

JPMORGAN CHASE BANK, N.A.,
as Collateral Agent

By: _____
Name: _____
Title: _____

[Signature page to Assignment for Security--Trademarks]

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:


**UNIVERSAL TRAILER HOLDINGS
CORP., a Delaware corporation**

By: _____
Name: _____
Title: _____

ACKNOWLEDGED AND AGREED:

COLLATERAL AGENT:

**JPMORGAN CHASE BANK, N.A.,
as Collateral Agent**

By: 
Name: David J. Waugh
Title: Vice President

[Signature page to Assignment for Security--Trademarks]

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications

Owned by Universal Trailer Holdings Corp.

Trademark	Reg. No.	Reg. Date	Current Owner
UNIVERSAL TRAILER CORPORATION and Design	2,830,176	4/6/04	Universal Trailer Holdings Corp.
UNIVERSAL TRAILER CORPORATION and Design	2,834,494	4/20/04	Universal Trailer Holdings Corp.
UNIVERSAL TRAILER	2,821,139	3/9/04	Universal Trailer Holdings Corp.
UTAC	2,850,912	6/8/04	Universal Trailer Holdings Corp.
UNIVERSAL TRAILER ACCEPTANCE CORPORATION	2,865,044	7/20/04	Universal Trailer Holdings Corp.
A UNIVERSAL TRAILER CORP. and Design	2,929,014	3/1/05	Universal Trailer Holdings Corp.
UNIVERSAL TRAILER and Design	2,928,986	3/1/05	Universal Trailer Holdings Corp.
Design Only	2,927,960	2/22/05	Universal Trailer Holdings Corp.
EXISS (Stylized)	3,001,197	9/27/05	Universal Trailer Holdings Corp.
MILEY	3,022,259	11/29/05	Universal Trailer Holdings Corp.
LEAVE YOUR MARK	3,213,914	2/27/07	Universal Trailer Holdings Corp.
MILEY and design	3,276,767	8/7/07	Universal Trailer Holdings Corp.
UNIVERSAL TRAILER SALES COMPANY, LLC	78/548,017	1/14/05	Universal Trailer Holdings Corp.