

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
HEIL TRAILER INTERNATIONAL, CO.		12/30/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION (as Collageral Agent for Second Lien)		
Street Address:	225 Asylum Street, 23rd Floor		
City:	Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06103		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3062976	GOING THE EXTRA MILE FOR YOU!	
Registration Number:	1684376	K KALYN	
Registration Number:	1684375	SIEBERT	
Registration Number:	3890740	SIEBERT WIND	
CORRESPONDENCE DATA			
Fax Number:	(214)661-4691		
Phone:	214-953-6691		
Email:	b.k.drinkwater@bakerbotts.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	B.K. Drinkwater, c/o Baker Botts L.L.P.		
Address Line 1:	2001 Ross Avenue, Suite 600		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	006659.0178		

CH \$115.00 3062976

NAME OF SUBMITTER:	B.K. Drinkwater
Signature:	/B.K. Drinkwater/
Date:	01/03/2012
Total Attachments: 3 source=Heil Grant of Security Interest in Trademarks - Second Lien - Executed#page1.tif source=Heil Grant of Security Interest in Trademarks - Second Lien - Executed#page2.tif source=Heil Grant of Security Interest in Trademarks - Second Lien - Executed#page3.tif	

GRANT OF SECURITY INTEREST IN TRADEMARKS

December 30, 2011

Pursuant to that certain Second Lien Pledge and Security Agreement (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”; *capitalized terms used and not otherwise defined herein that are defined in the Security Agreement shall have the meanings herein as specified therein*), dated as of December 30, 2011, HEIL TRAILER INTERNATIONAL, CO., a Delaware corporation (“**Grantor**”), whose address is 1850 Executive Park Dr. NW, Cleveland, TN 37312, hereby grants to U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent, whose address is c/o U.S. Bank National Association, Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103, Attention: Michael M. Hopkins, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the “**Goodwill**”), including without limitation the below listed registrations and applications for registration:

Registrations

Trademark	Country	Appln./Reg. Number	Owner/Assignee	Date of Reg./Appln.
THOMPSON	U.K.	1080725	Heil Trailer International, Co.	7/7/1977
GOING THE EXTRA MILE FOR YOU!	U.S.	78548480 3062976	Heil Trailer International, Co.	2/28/2006
K KALYN (and Design) 	U.S.	74172136 1684376	Heil Trailer International, Co.	4/28/1992
SIEBERT (and Design) 	U.S.	74172077 1684375	Heil Trailer International, Co.	4/28/1992
SIEBERT WIND (and Design) 	U.S.	77690864 3890740	Heil Trailer International, Co.	12/14/2010

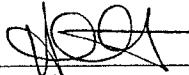
Applications

N/A.

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement. The Security Agreement is incorporated herein by reference.

[Signature Page Follows]

HEIL TRAILER INTERNATIONAL, CO.

By: 
Name: Paul Bamatter
Title: Corporate Secretary

Grant of Security Interest in Trademarks - Second Lien