# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | GRANT OF A SECURITY INTEREST - TRADEMARKS |

## CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| Big Tex Trailer Manufacturing, Inc. | | 12/28/2012 | CORPORATION: TEXAS |
| Circle J Trailers, Inc. | | 12/28/2012 | CORPORATION: IDAHO |
| Contract Manufacturer, L.L.C. | | 12/28/2012 | LIMITED LIABILITY COMPANY: OKLAHOMA |
| TexTrail, Inc. | | 12/28/2012 | CORPORATION: TEXAS |

## RECEIVING PARTY DATA

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|---|---|
| Name: | Cerberus Business Finance, LLC, as collateral agent |
| Street Address: | 875 Third Avenue |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10022 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

## PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|---|---|---|
| Registration Number: | 2105019 | |
| Registration Number: | 2105020 | BIG TEX |
| Registration Number: | 4008805 | BIG TEX TRAILERS |
| Registration Number: | 3373910 | CM TRAILERS |
| Registration Number: | 2004293 | CM TRAILERS |
| Registration Number: | 3575751 | S & H |
| Registration Number: | 3751072 | CM TRUCK BEDS |
| Registration Number: | 3618278 | T TRUCK TACK |
| Registration Number: | 3821107 | CARGO MATE |
| Registration Number: | 2758983 | DURANEAL |
| Registration Number: | 3760241 | CIRCLE J |

CH $365.00 2105019

| | | |
|---|---|---|
| Registration Number: | 3746226 | |
| Registration Number: | 3746224 | J |
| Registration Number: | 3989369 | TEXTRAIL TRAILER PARTS |

CORRESPONDENCE DATA


Fax Number: 2125935955

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-756-2336

Email: melissa.karp@srz.com

Correspondent Name: M. Karp c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022


| | |
|---|---|
| ATTORNEY DOCKET NUMBER: | 014951-1367 |
| NAME OF SUBMITTER: | Melissa Karp (014951-1367) |
| Signature: | /kc for mk/ |
| Date: | 12/28/2012 |

Total Attachments: 7

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**EXECUTION COPY**

GRANT OF A SECURITY INTEREST – TRADEMARKS

December 28, 2012

WHEREAS, each of Big Tex Trailer Manufacturing, Inc., a Texas corporation (the "Parent"), Circle J Trailers, Inc., an Idaho corporation ("CJ"), Contract Manufacturer, L.L.C., an Oklahoma limited liability company ("CM"), TexTrail, Inc., a Texas corporation ("TT" and together with the Parent, CJ and CM, each a "Grantor" and collectively, the "Grantors"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed below its name on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each Grantor has entered into a Pledge and Security Agreement, dated as of December 28, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, each Grantor has assigned to the Grantee and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the goodwill 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 Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee 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.

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its officer thereunto duly authorized, as of the date first above written.

**GRANTORS:**

**BIG TEX TRAILER MANUFACTURING, INC.**, a Texas corporation

By: _____

Name: Richard W. Baker

Title: President, Chief Executive Officerand Treasurer

**CIRCLE J TRAILERS, INC.,**
an Idaho corporation

By: _____
Name: Richard W. Baker
Title: President

**CONTRACT MANUFACTURER, L.L.C.,**
an Oklahoma limited liability company

By: _____
Name: Richard W. Baker
Title: President

**TEXTRAIL, INC.,**
a Texas corporation

By: _____
Name: ~~Dennis Webster~~ Stan Garrett
Title: ~~President~~ Vice President

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

| *Company* | *Jurisdiction* | *Trademark / Service Mark* | *Registration No.* | *Registration Date* |
|---|---|---|---|---|
| Big Tex Trailer Manufacturing, Inc. | USA | Design | 2,105,019 | October 14, 1997 |
| | | BIG TEX | 2,105,020 | October 14, 1997 |
| | | BIG TEX TRAILERS and Design | 4,008,805 | August 9, 2011 |
| Contact Manufacturer, LLC | USA | CM TRAILERS and Design | 3,373,910 | January 22, 2008 |
| | | CM TRAILERS and Design | 2,004,293 | October 1, 1996 |
| | | S & H and Design | 3,575,751 | February 17, 2009 |
| | | CM TRUCK BEDS (Stylized) | 3,751,072 | February 23, 2012 |
| | | T TRUCK TACK and Design | 3,618,278 | May 12, 2009 |
| | | CARGO MATE | 3,821,107 | July 20, 2010 |
| | | DURANEAL service mark | 2,758,983 | September 2, 2003 |

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|---|---|---|---|---|
| | Oklahoma | CM TRAILERS | OK 27437 | August 31, 1995 |
| Circle J Trailers, Inc. | USA | CIRCLE J and Design | 3,760,241 | March 16, 2010 |
| | | Design | 3,746,226 | February 9, 2010 |
| | | J and Design | 3,746,224 | February 9, 2010 |
| TexTrail, Inc. | USA | TEXTRAIL TRAILERS PARTS & Design | 3,989,369 | July 5, 2011 |
| Big Tex Trailer World, Inc. | Alabama | TRAILERS DIRECT | AL 112117 | July 16, 2010 |
| | | BIGTEX TRAILERS | AL 112459 | March 23, 2011 |