

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Assignment Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERICAN LAFRANCE CORPORATION		12/14/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	AMERICAN LAFRANCE, LLC
Street Address:	8500 Palmetto Commerce Parkway
City:	Ladson
State/Country:	SOUTH CAROLINA
Postal Code:	29456
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	693670	AMERICAN LAFRANCE
Registration Number:	966004	AMERICAN LAFRANCE
Registration Number:	2201732	AMERICAN LAFRANCE
Registration Number:	2201823	AMERICAN LAFRANCE
Registration Number:	2419377	AMERICAN LAFRANCE EAGLE
Registration Number:	827121	KERSEY
Registration Number:	1468950	KERSEY
Registration Number:	868135	LADDER CHIEF
Registration Number:	2449920	METROPOLITAN
Registration Number:	2532493	SILVER EAGLE
Registration Number:	939763	TELE SQURT
Registration Number:	975880	TWINFLOW
Registration Number:	2494771	VANTAGE

CH \$390.00 693670

Registration Number:	879879	SQURT
Serial Number:	78551613	LIBERTY

CORRESPONDENCE DATA

Fax Number: (202)728-0744
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2027216405
Email: christine.wilson@thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 80 State Street
Address Line 2: 6th Floor
Address Line 4: Albany, NEW YORK 12207

NAME OF SUBMITTER:	Christine Wilson
Signature:	/CHRISTINE WILSON/
Date:	12/28/2005

Total Attachments: 7
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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (this "Agreement") is made as of December 14, 2005 (the "Effective Date"), between AMERICAN LAFRANCE CORPORATION (the "Assignor"), and AMERICAN LAFRANCE, LLC (the "Assignee").

WHEREAS, the Assignor is the owner of all right, title and interest in and to the trademarks and service marks and the registrations and/or applications therefor that are listed on Exhibit A attached hereto and incorporated herein by reference (collectively, the "Marks");

WHEREAS, the Assignor, Freightliner LLC, certain other parties and the Assignee have entered into an Asset Purchase and Sale Agreement, dated as of the Effective Date (the "Purchase Agreement");

WHEREAS, pursuant to the terms of the Purchase Agreement, the Assignor has agreed to assign to the Assignee, among other things, all of the right, title and interest in and to the Marks as of the Effective Date; and

WHEREAS, the Assignor and Assignee now wish to effectuate the assignment of all right, title and interest in and to the Marks from the Assignor to the Assignee.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the Assignor hereby assigns, transfers and conveys unto the Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by the Marks, the same to be held and enjoyed by the Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and/or other legal representatives.

The Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the Assignee as the assignee of all right, title and interest in and to the Marks.

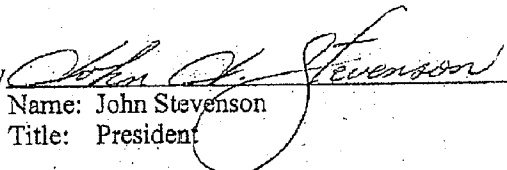
[Remainder of page intentionally left blank; signatures follow on next page]

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement as of the date first written above.

ASSIGNOR:

AMERICAN LAFRANCE CORPORATION

By


Name: John Stevenson

Title: President

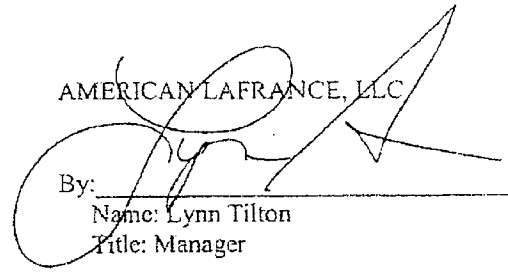
[Signatures continue on next page]

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TRADEMARK
REEL: 003217 FRAME: 0566

ASSIGNEE:

AMERICAN LAFRANCE, LLC


By: _____
Name: Lynn Tilton
Title: Manager

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TRADEMARK
REEL: 003217 FRAME: 0567

EXHIBIT A

Trademark Applications and Registrations

AMERICAN LAFRANCE CORPORATION
 February 2005
 Trademark Marks - In and U.S. Registrations

Mark	Goods/Services	Reg. No.	Reg. Date	Next Action/ Renewal Date
AMERICAN LAFRANCE (5019-43913)	Class 21 - In-gate driven fire apparatus	693,670	3/7/96	Ren due 3/7/2010
AMERICAN LAFRANCE (5019-43912)	Class 12 - Fire engine trucks, emergency personnel, engines and loaders	996,003	8/15/73	Ren due 8/15/2013
AMERICAN LAFRANCE (5019-43907)	Class 12 - Truck parts and components, namely cabs, doors and body structural parts	2,201,312	11/2/98	Ren due 11/2/2008
AMERICAN LAFRANCE and Design trucks and truck parts (5019-43440)	Class 9 - Fire trucks and fire truck parts, namely body structural parts for fire trucks	2,201,823	11/3/98	Ren due 11/3/2008
AMERICAN LAFRANCE EAGLE (5019-43175)	Class 9 - Fire trucks and fire truck parts	2,219,477	1/09/2001	Due due 1/09/2007 Ren due 1/09/2011
KERSEY (uncle) (5019-43921)	Class 19 - Hoilage equipment-namely, rubber tread tractors, crawler tread tractors, rubber and air wheel cars, trailers, personnel trailers, mine supply cars, etc. unloading trailers, bog cars, utility trucks, material handling carts, gravelly dump cars, hydro-ole dump cars and mechanical dump cars. Class 21 - Electrical apparatus-namely electric rations and battery chargers	322,321	3/1/67	Due due 1/09/2007 Ren due 1/09/2011
KERSEY (5019-43922)	Class 12 - Battery-powered tractors	1,468,950	12/1/68	Ren due 12/1/2007
LAMBER CHIEF (5019-43915)	Class 9 - Motor vehicles comprising fire engines and specifically fire trucks	865,135	4/15/69	Ren due 4/15/2009
METROPOLITAN (5019-50860)	Class 9 - Fire trucks	2,449,930	05/08/2001	Due due 5/08/2007 Ren due 05/08/2011
SILVER EAGLE (5019-50973)	Class 6 - Metal and alloys	2,832,931	1/27/82	Due due 1/27/2005 Ren due 1/27/2007

AMERICAN LAFRANCE CORPORATION
February 2005
Trade/Service Marks - Based U.S. Registrations

SOURT (5019-30919)	Class 9 - Vehicle mounted mobile fire fighting equipment namely attached boom and water supply controlled water stream nozzle for use in fire fighting.	375,879	11/1/40	Ren. due 11/01/2009
TELESCOPIC (5019-30920)	Class 9 - Vehicle mounted mobile fire fighting apparatus, namely, power operated water tower, boom with water stream nozzles attached thereto.	929,763	8/1/77	Ren. due 8/1/2012
WINDFLOW (comp design) (5019-31016)	Class 7 - Fire pump.	925,880	11/7/51	Ren. due 11/2/84
VANTAGE (5019-31539)	Class 29 - Sevens for feeding and igniting vehicles, namely feeding machines, roller trucks, amplifiers and feeding units.	2,001,721	10/27/2001	Dir. due 10/27/2009 Ren. due 10/27/2011

Notes: U.S. Registrations Alphabetical by mark.
Serial Numbers to next action requiring American LaFrance input. Codes that will be read
"Reg" - Renewal, "Dir." - Section 8 and 15 Declaration.
If any Supplemental registrations exist, they will be indicated by an "S" in front of the registration number.

AMERICAN LAFRANCE CORPORATION

February 2005

Trade/Service Marks -- Pending U.S. Actual and Intent-to-Use Application

Mark	ITU or Actual Use	Goods/ Services	Serial No.	Filing Date	Status	Freightliner Contract
Liberty						Wells Talmadge/

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(5019-70328)	ITU	Class 9 – Fire Trucks	78/511,613	1/21/2005	Pending	Karen Haun (ALF)
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AMERICAN LaFRANCE CORPORATION

February 2005

Trade/Service Marks – Issued Foreign Registrations

Country	Mark	Goods/Services	Filing Date	Appl./Reg. No.	Next Action Required/Date
Australia (5019-45236)	AMERICAN LaFRANCE	Class 12 – Vehicles, trucks and parts therefor, including fire trucks and fire truck parts	06/20/96	Registered 6/20/96 Reg. No. 711149	Ren 6/20/2006
Canada (5091-44275)	AMERICAN LaFRANCE	Class 1 – Fire extinguishing chemicals in liquid and powder form; and engine driven fire apparatus; fire hand-propelled, wheeled fire extinguishers; fire extinguishing systems; and hand fire extinguishers	08/25/72	Registered 2/15/74 Reg. No. 197, 480	Ren 2/15/2019
Canada (5019-50934)	SQUIRT	Classes 7 and 9 – Vehicle mounted mobile fire fighting equipment, namely, articulated boom water tower with remotely controlled water stream nozzle for use in fire fighting	12/10/68	Registered 4/23/70 Reg. No. 168,722 Renewed 3/16/00	Ren 4/23/2015
Chile (5019-43799)	AMERICAN LaFRANCE	Class 9 – Fire extinguisher apparatus	10/1/85	Registered 10/3/85 Reg. No. 301,768 Renewed as Reg. No. 454,431	Ren 12/18/2005
Mexico (5019-52284)	AMERICAN LaFRANCE	Class 12 – Fire trucks	5/19/99	Registered retroactive as of 5/31/99 Reg. No. 613,100	Ren due 5/19/2009
Saudi Arabia (5019-44550)	AMERICAN LaFRANCE and Design	Class 9 – Fire engine trucks comprising pumping engines and ladder trucks		Registered 12/30/86 Reg. No. 158/49	Instructed associate to renew 1/11/05; confirmation rec'd

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				Next renewal date 11/29/2015
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Notes: Foreign Registrations/Applications: These will be listed alphabetically by country and by mark. The "Next Action Required" column will be filled in as appropriate using the same codes (e.g. - "Ren" = Renewal) in the U.S. Report

Additional American LaFrance Trademarks

Condor trademark, with the following exceptions/restrictions:

1. Letter dated March 22, 2000 from David M. Martin, Controller of Time Condor Corporation, to Ramin Younessi at Freightliner Trucks outlining the terms of Freightliner's use of the Condor trademark.
2. Letter dated May 11, 2000 from David M. Martin, Controller of Time Condor Corporation, to Ramin Younessi at Freightliner Trucks stating that Freightliner is allowed to use the trademark as "Condor" or "CONDOR".