

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

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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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);

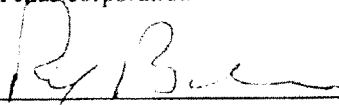
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment,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

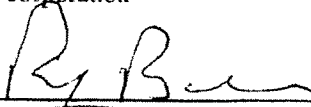
IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its officer thereunto duly authorized, as of the date first above written.

GRANTORS:

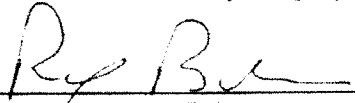
**BIG TEX TRAILER MANUFACTURING,
INC., a Texas corporation**

By: 
Name: Richard W. Baker
Title: President, Chief Executive Officer and
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

Trademark Security Agreement

TRADEMARK
REEL: 004931 FRAME: 0362

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

<i>Company</i>	<i>Jurisdiction</i>	<i>Trademark / Service Mark</i>	<i>Registration No.</i>	<i>Registration Date</i>
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

	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