

06-21-2001



COVER SHEET

Y

Docket No.:

041602/0004

Tab settings

To the Honorable Commissioner of Pa.

101755026

attached original documents or copy thereof.

1. Name of conveying party(ies):  
**HARVARD INDUSTRIES, INC. (611-2)**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **DELAWARE**  
 Other \_\_\_\_\_

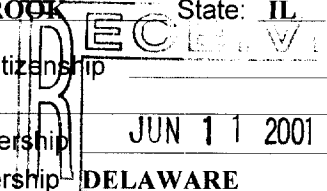
Additional names(s) of conveying party(ies)       Yes  No

2. Name and address of receiving party(ies):

Name: **HILCO CAPITAL LP**  
Internal Address: **ONE NORTHBROOK PLACE**  
Street Address: **5 REVERE DRIVE**  
City: **NORTHBROOK** State: **IL** ZIP: **60062**

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership **DELAWARE**  
 Corporation-State  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is       Yes       N  
(Designations must be a separate document from  
Additional name(s) & address(es)       Yes       N



3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: **JUNE 1, 2001**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)  
**SEE ATTACHED SCHEDULE**

Additional numbers

B. Trademark Registration No.(s)  
**NONE**

Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **PAUL A. JUERGENSEN**  
Internal Address: **SCHULTE ROTH & ZABEL LLP**  
Street Address: **919 THIRD AVENUE**  
City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**SCHULTE ROTH & ZABEL LLP - 500675**

06/20/2001 LMUELLER 00000247 500675 75847221  
01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

**PAUL A. JUERGENSEN**      *Paul A. Juergensen*      **JUNE 11, 2001**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

5

**ANNEX I**

**HARVARD INDUSTRIES, INC.**

**ACTIVE TRADEMARKS - USA**

<b>TITLE</b>	<b>TRADEMARK NO</b>	<b>GRANT DATE</b>	<b>EXPIRATION</b>
PYROCRAFT	75/847,221	FILED 12-Nov-99	

**ACTIVE TRADEMARKS - CANADA**

<b>TITLE</b>	<b>TRADEMARK NO</b>	<b>GRANT DATE</b>	<b>EXPIRATION</b>
NUT DESIGN	330,164	17-Jul-87	

**NOTICE**  
**OF**  
**GRANT OF SECURITY INTEREST**  
**TRADEMARKS**

United States Patent and Trademark Office

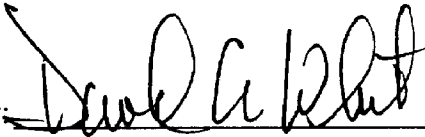
Gentlemen:

Please be advised that pursuant to the Grant of Security Interest in Intellectual Property dated as of May 31, 2001 (as the same may be amended, modified, extended or restated from time to time, the "IP Security Agreement") by and between Harvard Industries, Inc., a Delaware corporation (the "Grantor"), and Hilco Capital LP ("Lender"), Grantor has granted to the Lender a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Annex I attached hereto:

Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the IP Security Agreement and (ii) is not to be construed as an assignment or license of any trademark or trademark application.

Very truly yours,

**HARVARD INDUSTRIES, INC.**  
a Delaware corporation

By:   
Name: DAVID A. WHITE  
Title: VICE PRESIDENT/SECRETARY

