

Form PTO-1594 (Rev. 03/01) U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Hilco Capital LP

Individual(s) Association
 Corporation
 Other – **Delaware limited partnership**

Additional name(s) of conveying party(ies) attached? Yes
 No

2. Name and address of receiving party(ies)
Name: **Silver Point Finance, LLC**

Internal Address: _____
Street Address: **600 Steamboat Road**
City: **Greenwich** State: **CT** Zip: **06830**

Individual(s) citizenship _____
 Association _____
 General Partnership _____

Limited Partnership
 Corporation – **Delaware limited liability company**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **September 28, 2004**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s): **78/176,978**

Additional number(s) attached Yes No

B. Trademark Registration No.(s):
**1332870; 1322038; 2578900; 2490357; 1418359; 2219690;
704885; 2255393; 2398386; 2421780; 2436297; 2414654;
2445822; 2408485; 2461358; 2452938; 919172; 929914;
1093729; 1372400; 1989998; 2403566; 2383441; 2145432**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Santo Manna, Esq.**
Internal Address: **Schulte Roth & Zabel LLP**

Street Address: **919 Third Avenue**

City: **New York** State: **N.Y.** Zip: **10022**

6. Total number of applications and registrations involved: **25**

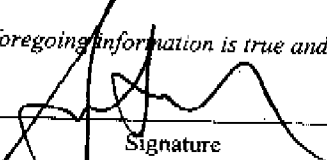
7. Total fee (37 CFR 3.41)..... \$ **640.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500675 – Schulte Roth & Zabel LLP/Order No. 051511/0015

(Attach duplicate copy of this page if paying by deposit account)

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.

Santo Manna, Esq.  **December 21, 2004**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **14**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$640.00 500675 78176978

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL ("Assignment"), dated as of September 28, 2004, by HILCO CAPITAL LP, a Delaware limited partnership (the "Assignor"), for the benefit of SILVER POINT FINANCE, LLC, a Delaware limited liability company (the "Assignee"), as agent for itself and for the Lenders.

RECITALS:

WHEREAS, Holland Group, Inc. ("Holland Group"), the persons named therein as other borrowers and loan parties, the lenders party thereto (the "Lenders") and the Assignor, as agent for the Lenders entered into that certain Loan and Security Agreement dated as of December 22, 2003, (as amended, supplemented, restated or otherwise modified from time to time, the "Loan Agreement");

WHEREAS, to secure the Liabilities (as defined in the Loan Agreement), Holland Group entered into that certain Trademark Security Agreement, dated as of December 22, 2003 (the "Trademark Security Agreement"), in favor of Assignor, which was recorded at the United States Patent and Trademark Office on or about December 20, 2003 at Reel/Frame No. 002770/0941;

WHEREAS, pursuant to the Trademark Security Agreement, Holland Group created a security interest in favor of Assignor in and to the Trademark Collateral (as defined in the Trademark Security Agreement), including without limitation the following and all proceeds thereof:

- (a) All of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I attached hereto;
- (b) All reissues, continuations or extensions of the foregoing;
- (c) All goodwill of the business conducted with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) All products and proceeds of the foregoing, including, without limitation, any claim by Holland Group against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

WHEREAS, pursuant to that certain Assignment Agreement dated as of September __, 2004, Assignor sold, assigned and transferred without recourse to Assignee all right, title and interest in, among other things, the Loan Agreement and the Trademark Security Agreement, including without limitation Assignor's security interest in and to the Trademark Collateral (as defined in the Trademark Security Agreement) (the "Assigned Interest"), and Assignee assumed all right, title and interest in same;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, without recourse, representation or warranty, does hereby convey, sell, assign, transfer and set over unto Assignee all right, title and interest in and to the Assigned Interest.

[remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Assignor has executed this Assignment through a duly authorized officer.

HILCO CAPITAL LP

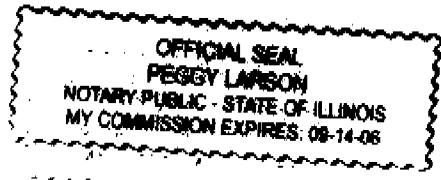
By: *E. Cohen*
Name: ERAN COHEN
Title: SVP

STATE OF Illinois
COUNTY OF Lake

ss.:

On this 18th day of October 2004, before me personally came Eran Cohen, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the SVP of Hilco Capital LP, a Delaware limited partnership, and that he executed the foregoing instrument in the firm name of Hilco Capital LP, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Peggy Larson



Acknowledged and Agreed:

SILVER POINT FINANCE, LLC

By: [Signature]
Name: Jeffrey A. Gelfand
Title: Chief Financial Officer

STATE OF New York

ss.:

COUNTY OF New York

On this 30th day of Sept 2004, before me personally came Jeffrey Gelfand, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the CEO of Silver Point Finance, LLC, a Delaware limited liability company, and that he executed the foregoing instrument in the firm name of Silver Point Finance, LLC, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

[Signature]

BRIAN A. JARMAN
NOTARY PUBLIC, State of New York
No. 01JAE04011
Qualified in New York County
Commission Expires May 22, 2007

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

SCHEDULE I

Exhibit 1 - Trademarks for The Holland Group

Serial No.	Class	Mark	Applicant	Attorney	Country	Status	Priority	Registration No.
Pending	TM	71408-0002	Euro-Hitch GmbH	Euro-Hitch	EU (CTM)	Registered	2/12/02	930808
Pending	TM	71408-0004	Euro-Hitch GmbH	Euro-Hitch	Germany	Registered	12/10/98	30865745 8
Pending	TM	71409-0001	Euro-Hitch GmbH	Euro-Hitch Weightsaver	Germany	Registered	12/10/98	30865745 8
Pending	TM	T-308	Holland Equipment Ltd	Aer Way	United States	Registered	4/30/85	30865745 8
Pending	TM	T-308	Holland Equipment Ltd	TRUCK MASTER	United States	Registered	2/28/85	1332138
Pending	TM	71409-0005	Holland International, Inc.	Holland Euro-Hitch and Design	Germany	Registered	12/10/98	30865745 8
Pending	TM	71409-0003	Holland International, Inc.	Holland Euro-Hitch and Design	EU (CTM)	Registered	9/17/01	30865745 8
No Transfer	TM	FT-353EU	The Holland Group, Inc.	NEWAY	EPC	Pending	10/16/01	2407132
No Transfer	TM	71391-0021	The Holland Group, Inc.	HOLLAND AND DESIGN (OVAL)	Brazil	Pending	10/16/01	82410611
No Transfer	TM	71391-0009	The Holland Group, Inc.	HOLLAND AND DESIGN (OVAL)	Brazil	Pending	10/22/02	82410611
No Transfer	TM	T-324	The Holland Group, Inc.	EU-Electronic Lock Indicator	U.S.	Pending	10/22/02	7817783
No Transfer	TM	T-323	The Holland Group, Inc.	HOLLAND	United States	Registered	6/11/02	2574160
No Transfer	SM	T-326	The Holland Group, Inc.	Go the Distance	United States	Registered	6/18/01	2490357

TRADEMARK

Exhibit I - Trademarks for The Holland Group

Serial No.	Class	Mark	Applicant	Attorney	Registration No.	Registration Date	Registration Status	Priority	Priority Date	Priority Country
Pending	TM	71408-0002	Euro-Hitch GmbH	Euro-Hitch	EU (CTM)	Registered	2/12/02	1960609		
Pending	TM	71408-0004	Euro-Hitch GmbH	Euro-Hitch	Germany	Registered	12/10/88	398857		
Pending	TM	71408-0001	Euro-Hitch GmbH	Euro-Hitch Weightsaver	Germany	Registered	12/10/88	398857		
Pending	TM	T-308	Holland Equipment Ltd	Aer way	United States	Registered	4/30/85	1,392,821		
Pending	TM	T-308	Holland Equipment Ltd	TRUCK MASTER	United States	Registered	2/26/85	1,322,158		
Pending	TM	71408-0005	Holland International, Inc.	Holland Euro-Hitch and Design	Germany	Registered	12/10/88	3906		
Pending	TM	71408-0003	Holland International, Inc.	Holland Euro-Hitch and Design	EU (CTM)	Registered	9/17/01	1,851,142		
No Transfer	TM	71391-0021	The Holland Group, Inc.	NEWAY	Brazil	Pending	10/16/01	824,100/01		
No Transfer	TM	71391-0021	The Holland Group, Inc.	HOLLAND AND DESIGN (CVAL)	Brazil	Pending	1/30/02	824,100/02		
No Transfer	TM	71391-0009	The Holland Group, Inc.	HOLLAND AND DESIGN (CVAL)	US	Pending	10/22/02	781,781/02		
No Transfer	TM	T-333	The Holland Group, Inc.	EU-Electronic Lock Indicator	United States	Registered	8/11/02	2,578,500		
No Transfer	SM	T-328	The Holland Group, Inc.	Go the Distance	United States	Registered	9/18/01	2,490,357		



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231



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JANUARY 02, 2004

PTAS

THOMAS W. RYAN, ESQ.
PIPER RUDNICK LLP P.O. BOX 64807
CHICAGO, IL 60664-0807

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/30/2003

REEL/FRAME: 002770/0894
NUMBER OF PAGES: 9

BRIEF: SECURITY AGREEMENT

ASSIGNOR:

THE HOLLAND GROUP, INC.

DOC DATE: 12/22/2003
CITIZENSHIP:
ENTITY: CORPORATION

ASSIGNEE:

HILCO CAPITAL LP
ONE NORTHBROOK PLACE, 5 REVERE
DRIVE
SUITE 510
NORTHBROOK, ILLINOIS 60062

CITIZENSHIP:
ENTITY: LIMITED PARTNERSHIP

APPLICATION NUMBER: 78176978
REGISTRATION NUMBER:

FILING DATE: 10/22/2002
ISSUE DATE:

MARK: EII

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

TRADEMARK
REEL: 002997 FRAME: 0883

002770/0894 PAGE 2

APPLICATION NUMBER: 78086839
REGISTRATION NUMBER: 2578900

FILING DATE: 10/04/2001
ISSUE DATE: 06/11/2002

MARK: HOLLAND

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76034116
REGISTRATION NUMBER: 2490357

FILING DATE: 04/25/2000
ISSUE DATE: 09/18/2001

MARK: GO THE DISTANCE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73513738
REGISTRATION NUMBER: 1418359

FILING DATE: 12/17/1984
ISSUE DATE: 11/25/1986

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 75309420
REGISTRATION NUMBER: 2219690

FILING DATE: 06/16/1997
ISSUE DATE: 01/19/1999

MARK: NEWLITE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72092135
REGISTRATION NUMBER: 0704885

FILING DATE: 02/24/1960
ISSUE DATE: 09/27/1960

MARK: NEWAY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75457161
REGISTRATION NUMBER: 2255393

FILING DATE: 03/25/1998
ISSUE DATE: 06/22/1999

MARK: V-STEER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75480232
REGISTRATION NUMBER: 2398386

FILING DATE: 05/06/1998
ISSUE DATE: 10/24/2000

MARK: V-LOK

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75467827
REGISTRATION NUMBER: 2421780

FILING DATE: 04/14/1998
ISSUE DATE: 01/16/2001

MARK: NEWELD

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75662195
REGISTRATION NUMBER: 2436297

FILING DATE: 03/17/1999
ISSUE DATE: 03/20/2001

MARK: VPAC

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

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APPLICATION NUMBER: 75662057 FILING DATE: 03/17/1999
REGISTRATION NUMBER: 2414654 ISSUE DATE: 12/19/2000

MARK: IPAC
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75796683 FILING DATE: 09/13/1999
REGISTRATION NUMBER: 2445822 ISSUE DATE: 04/24/2001

MARK: V-STEER II
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75848531 FILING DATE: 11/15/1999
REGISTRATION NUMBER: 2408485 ISSUE DATE: 11/28/2000

MARK: NEWAY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75928993 FILING DATE: 02/26/2000
REGISTRATION NUMBER: 2461358 ISSUE DATE: 06/19/2001

MARK: HOLLAND NEWAY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75928782 FILING DATE: 02/25/2000
REGISTRATION NUMBER: 2452938 ISSUE DATE: 05/22/2001

MARK: HOLLAND NEWAY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72364138 FILING DATE: 07/01/1970
REGISTRATION NUMBER: 0919172 ISSUE DATE: 08/24/1971

MARK: HOLLAND KOMPENSATOR
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72377902 FILING DATE: 12/04/1970
REGISTRATION NUMBER: 0929914 ISSUE DATE: 02/29/1972

MARK: MOV-ON
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73146145 FILING DATE: 10/26/1977
REGISTRATION NUMBER: 1093729 ISSUE DATE: 06/20/1978

MARK: HOLLAND KOMPENSATOR
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73489288 FILING DATE: 07/11/1984
REGISTRATION NUMBER: 1372400 ISSUE DATE: 11/26/1985

MARK: OLYMPIX
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

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APPLICATION NUMBER: 74716259
REGISTRATION NUMBER: 1989998

FILING DATE: 08/16/1995
ISSUE DATE: 07/30/1996

MARK: GOLD LINE

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 75695999
REGISTRATION NUMBER: 2403566

FILING DATE: 05/03/1999
ISSUE DATE: 11/14/2000

MARK: HOLLAND

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75850857
REGISTRATION NUMBER: 2383441

FILING DATE: 11/16/1999
ISSUE DATE: 09/05/2000

MARK: LOWLUBE

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 75157783
REGISTRATION NUMBER: 2145432

FILING DATE: 08/29/1996
ISSUE DATE: 03/17/1998

MARK: EZ-ALIGN

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

12/30/2003
900003994

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Holland Group, Inc.		12/22/2003	CORPORATION:

RECEIVING PARTY DATA

Name:	Hilco Capital LP
Street Address:	One Northbrook Place, 5 Revere Drive
Internal Address:	Suite 510
City:	Northbrook
State/Country:	ILLINOIS
Postal Code:	60062
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	78176978	ELI
Registration Number:	2578900	HOLLAND
Registration Number:	2490357	GO THE DISTANCE
Registration Number:	1418359	
Registration Number:	2219890	NEWLITE
Registration Number:	0704885	NEWAY
Registration Number:	2255393	V-STEER
Registration Number:	2398388	V-LOK
Registration Number:	2421780	NEWELD
Registration Number:	2436297	VPAC
Registration Number:	2414654	IPAC
Registration Number:	2445822	V-STEER II
Registration Number:	2408485	NEWAY
Registration Number:	2461358	HOLLAND NEWAY

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Registration Number:	2452938	HOLLAND NEWAY
Registration Number:	0919172	HOLLAND KOMPENSATOR
Registration Number:	0920914	MOV-ON
Registration Number:	1093729	HOLLAND KOMPENSATOR
Registration Number:	1372400	OLYMPIX
Registration Number:	1989998	GOLD LINE
Registration Number:	2403566	HOLLAND
Registration Number:	2383441	LOWLUBE
Registration Number:	2145437	EZ-ALIGN

CORRESPONDENCE DATA

Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-368-4058
 Email: laura.janson@piperudnick.com
 Correspondent Name: Thomas W. Ryan, Esq.
 Address Line 1: Piper Rudnick LLP P.O. Box 64807
 Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	231590-000004
NAME OF SUBMITTER:	Laura Janson

Total Attachments: 7
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SCHULTE ROTH & ZABEL LLP919 Third Avenue
New York, NY 10022(212) 756-2000
fax (212) 593-5955

2004 DEC 22 P 5: 03

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To	Company	Fax No.	Confirmation No.
Assignment Division	USPTO	(703) 306-5995	(703) 308-9726

FROM: Stanley Seuradge	DATE: December 22, 2004
DIRECT DIAL: (212) 610-7495	Number of Pages: 15 (Including Cover Page)
Number of Cover Sheets:	
FILE NO.: 051511/0015	

Additional Message:

Please record the attached document with the U.S. Patent and Trademark Office. If you have any questions, please call Stanley Seuradge at the telephone number listed above.

9546959.1

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For incomplete transmission please call (212) 756-2000 ext. 1076

RECORDED: 12/22/2004**TRADEMARK**
REEL: 002997 FRAME: 0889