

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quality Carriers, Inc.		11/02/2010	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon Trust Company, N.A.		
Street Address:	10161 Centurion Parkway		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32256		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2420609	QUALITY CARRIERS	
CORRESPONDENCE DATA			
Fax Number:	(800)494-7512		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-370-4761		
Email:	ecallahan@nationalcorp.com		
Correspondent Name:	Elspeth Callahan		
Address Line 1:	1100 G St NW Suite 420		
Address Line 2:	National Corporate Research		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	F130077		
NAME OF SUBMITTER:	Courtney J. Mitchell		
Signature:	/Courtney J. Mitchell/		
Date:	11/03/2010		

OP \$40.00 2420609

Total Attachments: 4

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THIS GRANT IS SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT OF EVEN DATE HERewith AMONG CREDIT SUISSE, CAYMAN ISLANDS BRANCH AND GENERAL ELECTRIC CAPITAL CORPORATION, AS INTERCREDITOR AGENTS, AND THE BANK OF NEW YORK TRUST COMPANY N.A., AS TRUSTEE. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE SECURITY INTEREST GRANTED TO THE GRANTEE PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE GRANTEE HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT.

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Quality Carriers, Inc., an Illinois corporation (the "Grantor") with principal offices at 4041 Park Oaks Blvd., Suite 200, Tampa, Florida 33610, hereby grants to The Bank of New York Mellon Trust Company, N.A., as Collateral Agent, with an office located at 10161 Centurion Parkway, Jacksonville, FL 32256, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Collateral Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 3, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Collateral Agreement"). Upon the occurrence of a termination or release pursuant to Section 9.15 of the Collateral Agreement, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the day and year first above written.

QUALITY CARRIERS, INC., Grantor

By 
Name: _____
Title:

[Signature Page to Quality Carriers IP Security Agreement]

TRADEMARK
REEL: 004309 FRAME: 0761

THE BANK OF NEW YORK MELLON TRUST
COMPANY N.A.
as Collateral Agent and Grantee

By 

Name: CRAG A. KAYE

Title: VICE PRESIDENT

[Signature Page to Quality Carriers IP Security Agreement]

SCHEDULE A

MARK	REG. NO.	REG. DATE
"QUALITY CARRIERS"	2420609	1/16/2001