

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quality Carriers, Inc.		12/18/2007	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	General Electric Capital Corporation		
Street Address:	401 Merritt Seven, 1st Floor		
City:	Norwalk		
State/Country:	CONNECTICUT		
Postal Code:	06851		
Entity Type:	Fixed Asset Revolving Facility Collateral Agent:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2420609	QUALITY CARRIERS	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-819-8200		
Email:	trademarkdocket@whitecase.com		
Correspondent Name:	Matthew Bart		
Address Line 1:	White & Case LLP		
Address Line 2:	1155 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	1111002-0107		
NAME OF SUBMITTER:	Matthew Bart		
Signature:	/Matthew Bart/		
Date:	10/17/2008		

CH \$40.00 2420609

Total Attachments: 6

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

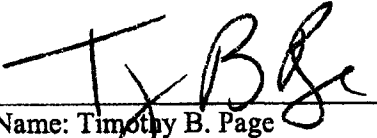
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Quality Carriers, Inc., a Illinois corporation (the "Grantor") with principal offices at 4041 Park Oaks Blvd., Suite 200, Tampa, Florida 33610, hereby grants to General Electric Capital Corporation, as Fixed Asset Revolving Facility Collateral Agent, with principal offices at 401 Merritt Seven, 1st Floor, Norwalk, CT 06851, (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 (as such term is defined in the Guarantee and Collateral Agreement referred to below) 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 Fixed Asset Revolving Facility Guarantee and Collateral Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 18, 2007 (as amended, modified, restated and/or supplemented from time to time, the "Guarantee and Collateral Agreement"). Upon the occurrence of a termination or release pursuant to Section 9.15 of the Guarantee and 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 Guarantee and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Guarantee and 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 Guarantee and Collateral Agreement, the provisions of the Guarantee and 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: Timothy B. Page
Title: Senior Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 18th day of December, 2007, before me personally came Timothy B. Page who, being by me duly sworn, did state as follows: that he is Senior Vice President of QUALITY CARRIERS, INC., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

NANCY L. BLAISDELL
NOTARY PUBLIC, State of New York
No. 31-4964992
Qualified in New York County
Commission Expires April 16, 2012

GENERAL ELECTRIC CAPITAL CORPORATION,
as Fixed Asset Revolving Facility Collateral Agent
and Grantee

By Peter D. Biasi
Name: **Peter DiBiasi**
Title: **Duly Authorized Signator**

STATE OF Connecticut
COUNTY OF Fairfield) ss.:

On this 14th day of December, 2007, before me personally came Peter DiBiasi who, being by me duly sworn, did state as follows: he/she is Duly Authorized Signatory of GENERAL ELECTRIC CAPITAL CORPORATION, that he/she is authorized to execute the foregoing Grant on behalf of said corporation and that he/she did so by authority of the Board of Directors of said corporation.

Mary E. Procaccini
Notary Public

MARY E. PROCACCINI
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2010

SCHEDULE A

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

NEWYORK 6399867 (2K)

RECORDED: 10/17/2008

TRADEMARK
REEL: 003873 FRAME: 0211