

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Assignment of Security Interest in Patents and Trademarks	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CIT Lending Services Corporation, as Resigning First Lien Agent		11/04/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GMAC Commercial Finance LLC, as Successor First Lien Agent		
Street Address:	Structured Finance Division		
Internal Address:	1290 Avenue of the Americas, Floor 3		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10104		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1828535	WIS	
Registration Number:	2459361	IA INVENTORY AUDITORS, INC.	
CORRESPONDENCE DATA			
Fax Number:	(212)836-6337		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2128367319		
Email:	psomelofske@kayescholer.com		
Correspondent Name:	Paul J. Somelofske c/o Kaye Scholer LLP		
Address Line 1:	425 Park Avenue		
Address Line 2:	16-06		
Address Line 4:	New York, NEW YORK 10022-3598		
ATTORNEY DOCKET NUMBER:	03191-0031		
NAME OF SUBMITTER:	Paul J. Somelofske		

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**TRADEMARK
 REEL: 004094 FRAME: 0778**

Signature:	/Paul J. Somelofske/
Date:	11/11/2009
Total Attachments: 6 source=Final Executed IP Assignment - 11-11-09#page1.tif source=Final Executed IP Assignment - 11-11-09#page2.tif source=Final Executed IP Assignment - 11-11-09#page3.tif source=Final Executed IP Assignment - 11-11-09#page4.tif source=Final Executed IP Assignment - 11-11-09#page5.tif source=Final Executed IP Assignment - 11-11-09#page6.tif	

ASSIGNMENT OF SECURITY INTEREST IN PATENTS AND TRADEMARKS

ASSIGNMENT OF SECURITY INTEREST IN PATENTS AND TRADEMARKS, dated as of November 4, 2009 (this "Agreement"), by and among CIT Lending Services Corporation ("CIT"), as U.S. administrative and collateral agent under the Credit Agreement (as defined below), Washington Inventory Service (the "Grantor"), and GMAC Commercial Finance LLC ("GMAC").

CIT, as U.S. administrative and collateral agent under that certain Credit Agreement dated as of May 18, 2007 (as amended, restated, supplemented or otherwise modified from time to time in accordance with its terms, the "Credit Agreement"; capitalized terms used herein and not otherwise defined herein shall have the meanings specified in the Credit Agreement) by and among the Grantor, Western Inventory Service Ltd., the guarantors party thereto, the lenders party thereto (the "Lenders"), CIT, as U.S. Agent, and CIT Financial Ltd., has a security interest in and has taken a collateral assignment of the patents listed on Schedule 1 attached hereto (the "Patents") and the trademarks listed on Schedule 2 attached hereto (the "Trademarks") for the benefit of the Lenders.

The Grantor granted to CIT, as U.S. Agent under the Credit Agreement and the other Transaction Documents, a security interest in and collateral assignment of:

(i) the Patents pursuant to the terms of the U.S. Pledge and Security Agreement and pursuant to the terms of a First Lien Patent and Trademark Security Agreement dated as of May 18, 2007 (the "IP Security Agreement") made by the Grantor in favor of CIT, as U.S. Agent under the Credit Agreement and the other Transaction Documents, which was recorded with the United States Patent and Trademark Office on May 25, 2007 on Reel 019347, Frame 0322; and


(ii) the Trademarks pursuant to the terms of the U.S. Pledge and Security Agreement and pursuant to the terms of the IP Security Agreement, which was recorded with the United States Patent and Trademark Office on May 25, 2007 on Reel 003549, Frame 0738.

Effective as of the date hereof, CIT has assigned all of its rights and obligations as U.S. Agent under the Credit Agreement and the other Transaction Documents to GMAC. Accordingly, the security interests in and collateral assignment of the Patents and Trademarks granted in favor of CIT, as U.S. Agent under the Credit Agreement and the other Transaction Documents has been assigned to GMAC, as the successor U.S. Agent under the Credit Agreement and the other Transaction Documents (in such capacity, the "Successor Agent").

The Grantor hereby acknowledges and confirms that the security interest in and collateral assignment of the Patents and Trademarks granted to CIT, as the U.S. Agent pursuant to the terms of the Pledge and Security Agreement and the IP Security Agreement has been assigned to the Successor Agent and that such security interest, as assigned, is in full force and effect. The Grantor hereby acknowledges and affirms the rights and remedies of the Successor Agent, as U.S. Agent with respect to the security interest in the Patents and Trademarks made and granted in the Pledge and Security Agreement and the IP Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

The Successor Agent's address is GMAC Commercial Finance LLC, Structured Finance Division, 1290 Avenue of the Americas, Fl. 3, New York, NY 10104.

**CIT LENDING SERVICES
CORPORATION**

By: 
Name: FRANK CAMILLI
Title: VP

GMAC COMMERCIAL FINANCE LLC

By: _____
Name:
Title:

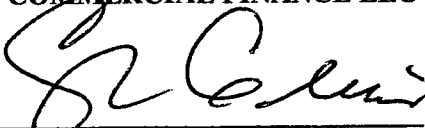
WASHINGTON INVENTORY SERVICE

By: _____
Name:
Title:

**CIT LENDING SERVICES
CORPORATION**

By: _____
Name:
Title:

GMAC COMMERCIAL FINANCE LLC

By: 
Name: GEORGE GRIECO
Title: MANAGING DIRECTOR

WASHINGTON INVENTORY SERVICE

By: _____
Name:
Title:

**CIT LENDING SERVICES
CORPORATION**

By: _____
Name:
Title:

GMAC COMMERCIAL FINANCE LLC

By: _____
Name:
Title:

WASHINGTON INVENTORY SERVICE

By: Tom _____
Name: TOM COMBESMONKS
Title: CFD

SCHEDULE 1

PATENTS

GRANTOR	U.S. PATENT APPLICATION	APPLICATION NUMBER AND DATE FILED
Washington Inventory Service	“System and Method for Processor-Based Inventory Data Collection and Validation.”	U.S. Patent Application number 10/932,472 Filed September 1, 2004,
Washington Inventory Service	“Software Application for Inventory Data Collection, Validation and Consolidation”	U.S. Patent Application number 10/981,257 Filed November 3, 2004,
Washington Inventory Service	"System and Method for Processor-Based Inventory Data Collection and Validation with Internal Integrated Scanner."	U.S. Patent Application number 11/434,328 Filed May 15, 2006,
Washington Inventory Service	"System and Method for Assigning Plurality of Locations to Individuals and Routing Individuals to Locations"	U.S. Patent Application number 11/090,084 Filed March 25, 2005,

SCHEDULE 2
TRADEMARKS

GRANTOR	U.S. TRADEMARK	REGISTRATION NUMBER
Washington Inventory Service	WIS (and Design). Design plus words (a logo). This is a service mark registered in Class 35 for inventory services.	1,828,535
Washington Inventory Service	IA INVENTORY AUDITORS, INC (and Design). Design plus words (a logo). This is a service mark registered in Class 35 for inventory auditing services provided for wholesale and retail businesses of all types.	2459361