

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
National Steel Car Limited		01/07/2010	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	The Bank of Nova Scotia		
Street Address:	40 King Street West		
Internal Address:	Scotia Plaza, 62nd Floor		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5W 2X6		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1918789	NSC SUPERSTACK	
Serial Number:	75009830	NSC BUILDERS OF RELIABLE RAIL TRANSPORT 1912	
Serial Number:	77045695	TUFF	
Serial Number:	77045721	TUFF SEAL	
Serial Number:	77045735	TRANSVERSE ULTRA FAST-FLOW	
Serial Number:	78586319	Q4 QUADRI-STEER	
CORRESPONDENCE DATA			
Fax Number:	(330)864-7986		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	330-864-5550		
Email:	trademarks@hahnlaw.com		
Correspondent Name:	Hahn, Loeser & Parks, LLP		
Address Line 1:	One GOJO Plaza		
Address Line 2:	Suite 300		
Address Line 4:	Akron, OHIO 44311		

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TRADEMARK
REEL: 004128 FRAME: 0171

ATTORNEY DOCKET NUMBER:	200405.00001_NSC3
DOMESTIC REPRESENTATIVE	
Name:	
Address Line 1:	
Address Line 2:	
Address Line 3:	
Address Line 4:	
NAME OF SUBMITTER:	William S. Nabors
Signature:	/William S. Nabors/
Date:	01/08/2010
Total Attachments: 2 source=executedAssignment-TMKS#page1.tif source=executedAssignment-TMKS#page2.tif	

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

RECITALS:

- (a) National Steel Car Limited (the "Debtor"), a corporation existing under the laws of Canada with offices at 600 Kenilworth Avenue North, Hamilton, Ontario, L8N 3J4, is the owner of the United States trademarks set forth in Schedule A hereto, the registrations and applications for such trademarks identified therein and the underlying goodwill associated with such trademarks (collectively, the "US Trademarks"); and
- (b) The Debtor has entered into a General Security Agreement dated as of April 19, 2005 (the "GSA") in favour of The Bank of Nova Scotia (the "Bank"), with offices at 40 King Street West, Scotia Plaza, 62nd Floor, Toronto, Ontario, M5W 2X6, pursuant to which the Debtor granted to the Bank a security interest in certain property, including the US Trademarks, in connection with that certain Credit Agreement dated as of April 19, 2005 between the Debtor and the Bank, as such Credit Agreement was amended and restated by that certain Amended and Restated Credit Agreement dated as of December 21, 2006 (as such Amended and Restated Credit Agreement has been or may hereafter be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and in accordance with the terms and obligations set forth in the GSA, the Debtor hereby confirms the grant to the Bank of a security interest in and to the US Trademarks.

This Confirmation of Security in Interest in the US Trademarks shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

DATED as of ____ January 7 _____, 2010 __.

IN WITNESS WHEREOF, the undersigned has executed this Confirmation of Security Interest in the US Trademarks as of the date first above written.

NATIONAL STEEL CAR LIMITED

By: Cecil Mosselman
Name: Cecil Mosselman
Title: Corporate Secretary

SCHEDULE "A"

National Steel Car Limited

Listing of US Trademarks

Number	Application Number	Filing Date	Title
1.	75/009830	30-Jun-04	NSC and 1912 Trademark Design
2.	77/045,695	16-Nov-06	TM TUFF
3.	77/045,721	16-Nov-06	TM TUFF SEAL
4.	77/045,735	16-Nov-06	TM TRANSVERSE ULTRA FAST FLOW
5.	78/586,319	24-Sep-04	Q4 Quadri-Steer trademark
6.	355274		NSC Superstack & Design Trade-mark