

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
Private Quarters, Inc.		07/30/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Working Capital Solutions, Inc.		
Street Address:	2400 East Devon Avenue		
Internal Address:	Suite 211		
City:	Des Plaines		
State/Country:	ILLINOIS		
Postal Code:	60018		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3032930	PRIVATE QUARTERS	
CORRESPONDENCE DATA			
Fax Number:	(703)519-1821		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-415-1555		
Email:	mail@specializedpatent.com		
Correspondent Name:	Christopher E. Kondracki		
Address Line 1:	1725 Duke Street		
Address Line 2:	Suite 625		
Address Line 4:	Alexandria, VIRGINIA 22314		
ATTORNEY DOCKET NUMBER:	1008802TM		
NAME OF SUBMITTER:	Christopher E. Kondracki		
Signature:	/Christopher E. Kondracki/		

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**TRADEMARK
 REEL: 004276 FRAME: 0480**

Date:

09/10/2010

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

July 30, 2010

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, PRIVATE QUARTERS, INC., a Delaware corporation (the "Grantor") with principal offices at 17355 Railroad Street, City of Industry, California 91748, hereby grants to WORKING CAPITAL SOLUTIONS, INC., as Lender, with offices at 2400 East Devon Avenue, Suite 211, Des Plaines, Illinois 60018 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as defined in the Loan 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 OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Liabilities of the Grantor, as such term is defined in the Loan and Security Agreement between the Grantor and the Grantee, dated as of July 30, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement").


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Loan Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan 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 Loan Agreement, the provisions of the Loan Agreement shall govern.

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

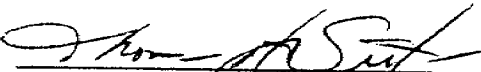
PRIVATE QUARTERS, INC., as Grantor

By: 
Name: Wayne Scherer
Title: CEO

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 004276 FRAME: 0484

WORKING CAPITAL SOLUTIONS, INC.
as Grantee

By: 
Name: Thomas G. Siska
Title: President

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 004276 FRAME: 0485

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE</u>
Private Quarters	3,032,930	December 20, 2005

1226773.1

Schedule A to Grant of Security Interest in United States Trademarks