

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | | NEW ASSIGNMENT | |
| NATURE OF CONVEYANCE: | | SECURITY INTEREST | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| VESystems, LLC | | 04/14/2011 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of Montreal, as Collateral Agent | | |
| Street Address: | 115 South LaSalle Street | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60603 | | |
| Entity Type: | Chartered Bank: CANADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3749470 | ADAPTIP | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (312)803-5299 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (312) 845-3430 | | |
| Email: | kalwa@chapman.com | | |
| Correspondent Name: | Richard Kalwa | | |
| Address Line 1: | 111 West Monroe Street | | |
| Address Line 2: | Chapman and Cutler LLP | | |
| Address Line 4: | Chicago, ILLINOIS 60603 | | |
| ATTORNEY DOCKET NUMBER: | 1625664 | | |
| NAME OF SUBMITTER: | Richard Kalwa | | |
| Signature: | /richard kalwa/ | | |

CH \$40.00 3749470

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**TRADEMARK
 REEL: 004537 FRAME: 0232**

Date:

05/09/2011

Total Attachments: 12

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TRADEMARK COLLATERAL AGREEMENT

This 14th day of April, 2011, Federal Signal Corporation, a Delaware corporation ("*Borrower*") with its principal place of business and mailing address at 1415 West 22nd Street, Suite 1100, Oak Brook, Illinois 60523, and the other parties executing this Agreement under the heading "*Debtors*" (the Borrower and such other parties being hereinafter referred to collectively as the "*Debtors*" and individually as a "*Debtor*") in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Bank of Montreal ("*BMO*"), with its mailing address at 115 South LaSalle Street, Chicago, Illinois 60603, acting as collateral agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (BMO acting as such collateral agent and any successor(s) or assign(s) to BMO acting in such capacity being hereinafter referred to as the "*Collateral Agent*"), and grants to the Collateral Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of Debtor as set out in that certain Security Agreement bearing even date herewith between Debtor and Collateral Agent, as the same may be amended, modified, or restated from time to time (the "*Security Agreement*").

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to Collateral Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as "*Intent-To-Use Applications*"), but rather, if and so long as Debtor's Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of Collateral Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Collateral Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

[SIGNATURE PAGE FOLLOWS]

"DEBTORS"

FEDERAL SIGNAL CORPORATION

By Jennifer L. Sherman
Name: Jennifer L. Sherman
Title: Senior Vice President

By Ronald E. Dolatowski
Name: Ronald E. Dolatowski
Title: Vice President & Treasurer

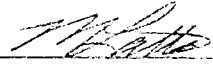
VACTOR MANUFACTURING, INC.
ELGIN SWEEPER COMPANY
FEDERAL APD INCORPORATED
FS DEPOT, INC.
E-ONE NEW YORK, INC.
FEDERAL SIGN AND SIGNAL, INC.
GUZZLER MANUFACTURING, INC.
FEDERAL MERGER CORPORATION
FEDERAL SIGNAL CREDIT CORPORATION
FS HOLDING, INC.
VICTOR PRODUCTS USA, INCORPORATED
JETSTREAM OF HOUSTON, INC.
JETSTREAM OF HOUSTON, LLP
FS LIGHTING, INC.
FS LIGHTING, LLP
ATHEY PRODUCT, INC.
FEDERAL SIGN, INC.
BRONTO SKYLIFT, INC.
FEDERAL SIGNAL TECHNOLOGIES, LLC
PIPS TECHNOLOGY INC.
SIRIT CORP.
VESYSTEMS, LLC

By Jennifer L. Sherman
Name: Jennifer L. Sherman
Title: Vice President

Trademark Collateral Agreement
Signature Page

Accepted and agreed to as of the date and year last above written.

BANK OF MONTREAL, as Collateral Agent

By  _____
Name: MaryLee Latta
Title: Director

Trademark Collateral Agreement
Signature Page

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**

FEDERAL TRADEMARK REGISTRATIONS

| Owner | Country | Application No. | TMA No. | Description/Reference |
|-----------------------|---------|-----------------|---------|-----------------------|
| ELGIN SWEEPER COMPANY | USA | 75729433 | 2434223 | AIR BEAR |
| ELGIN SWEEPER COMPANY | USA | 75729432 | 2434222 | AIR CUB |
| ELGIN SWEEPER COMPANY | USA | 74718933 | 2017251 | ATHEY |
| ELGIN SWEEPER COMPANY | USA | 75733059 | 2341306 | BROOM BEAR |
| ELGIN SWEEPER COMPANY | USA | 77045905 | 3406099 | BROOMSTICK |
| ELGIN SWEEPER COMPANY | USA | 73460869 | 1303465 | CROSSWIND |
| ELGIN SWEEPER COMPANY | USA | 75733060 | 2336189 | CROSSWIND FSX |
| ELGIN SWEEPER COMPANY | USA | 78526994 | 3023703 | CROSSWIND FURY |
| ELGIN SWEEPER COMPANY | USA | 75736304 | 2329980 | EAGLE |
| ELGIN SWEEPER COMPANY | USA | 72117263 | 0731803 | ELGIN |
| ELGIN SWEEPER COMPANY | USA | 7346086 | 1376886 | ELGIN |
| ELGIN SWEEPER COMPANY | USA | 76434454 | 2762749 | FLEETMINDER |
| ELGIN SWEEPER COMPANY | USA | 75729431 | 2336151 | GEOVAC |
| ELGIN SWEEPER COMPANY | USA | 78650111 | 3206900 | LIFELINER |
| ELGIN SWEEPER COMPANY | USA | 74330265 | 1780049 | MEGAWIND |
| ELGIN SWEEPER COMPANY | USA | 77193259 | 3656365 | MEMORY SWEEP |
| ELGIN SWEEPER COMPANY | USA | 71661004 | 616149 | MOBIL SWEEPER |
| ELGIN SWEEPER COMPANY | USA | 73051953 | 1044660 | PELICAN |
| ELGIN SWEEPER | USA | 74502235 | 1881862 | QUIET-PAK |

Schedule A

**TRADEMARK
REEL: 004537 FRAME: 0238**

| Owner | Country | Application No. | TMA No. | Description/Reference |
|----------------------------|---------|-----------------|---------|-----------------------|
| COMPANY | | | | |
| ELGIN SWEEPER COMPANY | USA | 75719155 | 2472176 | ROAD WIZARD |
| ELGIN SWEEPER COMPANY | USA | 77505237 | 3815082 | WEARMAX |
| ELGIN SWEEPER COMPANY | USA | 74517313 | 1881876 | WHIRLWIND |
| FEDERAL APD INCORPORATED | USA | 77716045 | | ELEMENT |
| FEDERAL APD INCORPORATED | USA | 76325179 | 2578687 | FEDERAL APD |
| FEDERAL APD INCORPORATED | USA | 76467862 | 2813948 | PASSPORT 360 |
| FEDERAL APD INCORPORATED | USA | 76239249 | 2573398 | POSIDRIVE |
| FEDERAL APD INCORPORATED | USA | 75778874 | 2472252 | SCAN NET |
| FEDERAL APD INCORPORATED | USA | 74413888 | 1854523 | SST |
| FEDERAL APD INCORPORATED | USA | 76056217 | 2655468 | TICKET SPITTER |
| FEDERAL SIGNAL CORPORATION | USA | 74052208 | 1726097 | FS |
| FEDERAL SIGNAL CORPORATION | USA | 78377078 | 3003831 | CODESPEAR |
| FEDERAL SIGNAL CORPORATION | USA | 73226660 | 1160740 | FEDERAL |
| FEDERAL SIGNAL CORPORATION | USA | 73226658 | 1160739 | FS |
| FEDERAL SIGNAL CORPORATION | USA | 77277422 | 3644241 | FS SOLUTIONS |
| FEDERAL SIGNAL CORPORATION | USA | 77277374 | 3463889 | FS SOLUTIONS |
| FEDERAL SIGNAL CORPORATION | USA | 77611383 | 3650192 | HIGHLIGHTER |
| FEDERAL SIGNAL CORPORATION | USA | 77612129 | 3666115 | RIGHTSTART |
| FEDERAL SIGNAL CORPORATION | USA | 77470187 | 3642091 | RUMBLER |
| FEDERAL SIGNAL CORPORATION | USA | 85068469 | | VALOR |
| FEDERAL SIGNAL CORPORATION | USA | 77616858 | 3666146 | VELOCITYCAM |
| FEDERAL SIGNAL | USA | 78793328 | 3168721 | FS DEPOT |

| Owner | Country | Application No. | TMA No. | Description/Reference |
|----------------------------|---------|-----------------|---------|-----------------------|
| CORPORATION | | | | |
| FEDERAL SIGNAL CORPORATION | USA | 74544291 | 1962435 | AUDIOMASTER |
| FEDERAL SIGNAL CORPORATION | USA | 74369277 | 1835248 | AUDIOMASTER |
| FEDERAL SIGNAL CORPORATION | USA | 74446370 | 1855599 | COMMANDER |
| FEDERAL SIGNAL CORPORATION | USA | 74441373 | 2062446 | COMMCENTER |
| FEDERAL SIGNAL CORPORATION | USA | 73818749 | 1589806 | ELECTRAFLASH |
| FEDERAL SIGNAL CORPORATION | USA | 73795559 | 1587533 | ELECTRARAY |
| FEDERAL SIGNAL CORPORATION | USA | 73809231 | 1615495 | F |
| FEDERAL SIGNAL CORPORATION | USA | 71473849 | 412286 | F |
| FEDERAL SIGNAL CORPORATION | USA | 78226234 | 2960884 | FEDERAL SIGNAL TERRA |
| FEDERAL SIGNAL CORPORATION | USA | 72195389 | 785519 | INTERCEPTOR |
| FEDERAL SIGNAL CORPORATION | USA | 74061930 | 1773431 | LITESTAK |
| FEDERAL SIGNAL CORPORATION | USA | 75555122 | 2299792 | MICROSTAT |
| FEDERAL SIGNAL CORPORATION | USA | 73294462 | 1215552 | SELECT FONE |
| FEDERAL SIGNAL CORPORATION | USA | 74400950 | 1829279 | SELECTONE |
| FEDERAL SIGNAL CORPORATION | USA | 78291615 | 2903968 | SEMISTAT |
| FEDERAL SIGNAL CORPORATION | USA | 77013372 | 3284374 | STARFIRE |
| FEDERAL SIGNAL CORPORATION | USA | 75517933 | 2276015 | STREAMLINE |
| FEDERAL SIGNAL CORPORATION | USA | 71628684 | 606640 | THUNDERBOLT |
| FEDERAL SIGNAL CORPORATION | USA | 76325180 | 2748314 | ULTRAVOICE |
| FEDERAL SIGNAL CORPORATION | USA | 78239963 | 2830124 | UNISTAT |
| FEDERAL SIGNAL CORPORATION | USA | 72195387 | 795084 | VIBRATONE |
| FEDERAL SIGNAL CORPORATION | USA | 72246301 | 833236 | VIBRATONE |

| Owner | Country | Application No. | TMA No. | Description/Reference |
|----------------------------|---------|-----------------|---------|--------------------------------|
| CORPORATION | | | | |
| FEDERAL SIGNAL CORPORATION | USA | 73351137 | 1251014 | VISALERT |
| FEDERAL SIGNAL CORPORATION | USA | 77205828 | 3507146 | XLT |
| FEDERAL SIGNAL CORPORATION | USA | 76056218 | 2469545 | ATKINSON DYNAMICS |
| FEDERAL SIGNAL CORPORATION | USA | 73151381 | 1116576 | AERODYNIC |
| FEDERAL SIGNAL CORPORATION | USA | 76448662 | 2803422 | ARJENT |
| FEDERAL SIGNAL CORPORATION | USA | 78461991 | 3056560 | CONDOR |
| FEDERAL SIGNAL CORPORATION | USA | 75554607 | 2334794 | DYNAMAX |
| FEDERAL SIGNAL CORPORATION | USA | 76392683 | 2789536 | ESCAPE |
| FEDERAL SIGNAL CORPORATION | USA | 73329657 | 1207084 | EVACUATOR |
| FEDERAL SIGNAL CORPORATION | USA | 72195390 | 793960 | FIRE BALL |
| FEDERAL SIGNAL CORPORATION | USA | 74093537 | 1695246 | FIREBEAM |
| FEDERAL SIGNAL CORPORATION | USA | 73425087 | 1284136 | FIREBOLT |
| FEDERAL SIGNAL CORPORATION | USA | 74379807 | 1921548 | FIREHAWK |
| FEDERAL SIGNAL CORPORATION | USA | 75554603 | 2324995 | FIRERAY |
| FEDERAL SIGNAL CORPORATION | USA | 74221519 | 1870354 | GIGASTROBE |
| FEDERAL SIGNAL CORPORATION | USA | 77259125 | 3489925 | IMPAXX |
| FEDERAL SIGNAL CORPORATION | USA | 76329973 | 2687416 | INTELLI-FLASH |
| FEDERAL SIGNAL CORPORATION | USA | 78942805 | 3251600 | JETSOLARIS |
| FEDERAL SIGNAL CORPORATION | USA | 78828600 | 3240763 | LEGEND |
| FEDERAL SIGNAL CORPORATION | USA | 78791509 | 3168712 | MINI-JET |
| FEDERAL SIGNAL CORPORATION | USA | 73808850 | 1629857 | MISC. DESIGN (SIDE OF Q SIREN) |
| FEDERAL SIGNAL CORPORATION | USA | 73299376 | 1185607 | NIGHT-FIGHTER |

| Owner | Country | Application No. | TMA No. | Description/Reference |
|----------------------------|---------|-----------------|---------|-------------------------------|
| CORPORATION | | | | |
| FEDERAL SIGNAL CORPORATION | USA | 74221518 | 1833152 | PHASE II |
| FEDERAL SIGNAL CORPORATION | USA | 75871945 | 2535481 | PULSATOR |
| FEDERAL SIGNAL CORPORATION | USA | 75943014 | 2473261 | Q2B |
| FEDERAL SIGNAL CORPORATION | USA | 75823257 | 2712396 | Q2B ("Q) (SOUND OF THE SIREN) |
| FEDERAL SIGNAL CORPORATION | USA | 78284286 | 2860374 | Q-SIREN |
| FEDERAL SIGNAL CORPORATION | USA | 78791462 | 3341567 | QUADRAFLARE |
| FEDERAL SIGNAL CORPORATION | USA | 76466542 | 2811566 | QUICK TRACK |
| FEDERAL SIGNAL CORPORATION | USA | 75138542 | 2131284 | RAT TRAP |
| FEDERAL SIGNAL CORPORATION | USA | 76475900 | 2811588 | RAYDIAN |
| FEDERAL SIGNAL CORPORATION | USA | 75624088 | 2381868 | RENEGADE |
| FEDERAL SIGNAL CORPORATION | USA | 76329972 | 2689373 | RICOCHET |
| FEDERAL SIGNAL CORPORATION | USA | 78847672 | 3300344 | RUMBLER |
| FEDERAL SIGNAL CORPORATION | USA | 74425690 | 1892640 | SENTRY |
| FEDERAL SIGNAL CORPORATION | USA | 75801456 | 2474339 | SIGNALTECH |
| FEDERAL SIGNAL CORPORATION | USA | 74096894 | 1657038 | SMARTSIREN |
| FEDERAL SIGNAL CORPORATION | USA | 78380035 | 3046895 | SOLARIS |
| FEDERAL SIGNAL CORPORATION | USA | 74422800 | 1839220 | STINGER SPIKE SYSTEM |
| FEDERAL SIGNAL CORPORATION | USA | 73607058 | 1425622 | STREETHAWK |
| FEDERAL SIGNAL CORPORATION | USA | 78768571 | 3235331 | SUREWARN |
| FEDERAL SIGNAL CORPORATION | USA | 73655331 | 1470597 | TARGET TECH |
| FEDERAL SIGNAL CORPORATION | USA | 73594913 | 1455122 | TARGET TECH |
| FEDERAL SIGNAL CORPORATION | USA | 74030584 | 1624678 | TURBO BEAM |

| Owner | Country | Application No. | TMA No. | Description/Reference |
|-----------------------------|---------|-----------------|---------|-----------------------|
| CORPORATION | | | | |
| FEDERAL SIGNAL CORPORATION | USA | 74030278 | 1624677 | TURBO FLASH |
| FEDERAL SIGNAL CORPORATION | USA | 74621429 | 2129237 | ULTRASTAR |
| FEDERAL SIGNAL CORPORATION | USA | 75778873 | 2460998 | UNITROL |
| FEDERAL SIGNAL CORPORATION | USA | 74311960 | 1765721 | VECTOR |
| FEDERAL SIGNAL CORPORATION | USA | 74412000 | 1947214 | VIEWPOINT |
| FEDERAL SIGNAL CORPORATION | USA | 78826670 | 3541950 | VIPER |
| FEDERAL SIGNAL CORPORATION | USA | 75733058 | 2464438 | VIPER |
| FEDERAL SIGNAL CORPORATION | USA | 73127548 | 1082420 | VISIBEAM |
| FEDERAL SIGNAL CORPORATION | USA | 74093540 | 1685767 | VISION |
| FEDERAL SIGNAL CORPORATION | USA | 75557125 | 2323434 | VISTA |
| FEDERAL SIGNAL CORPORATION | USA | 72195388 | 791326 | VITALITE |
| FEDERAL SIGNAL CORPORATION | USA | 72033554 | 661331 | VOICE GUN |
| GUZZLER MANUFACTURING, INC. | USA | 74515420 | 1882075 | ACE |
| GUZZLER MANUFACTURING, INC. | USA | 73425816 | 1284986 | GUZZLER |
| GUZZLER MANUFACTURING, INC. | USA | 78245552 | 2871627 | GUZZLER NX |
| GUZZLER MANUFACTURING, INC. | USA | 74708156 | 1996827 | PREDATOR |
| GUZZLER MANUFACTURING, INC. | USA | 85179088 | | REACH |
| JETSTREAM OF HOUSTON, INC. | USA | 73240218 | 1183482 | JETSTREAM |
| JETSTREAM OF HOUSTON, LLP | USA | 78769086 | 3299627 | MAX ARMSTRONG |

| Owner | Country | Application No. | TMA No. | Description/Reference |
|----------------------------|---------|-----------------|---------|-----------------------|
| JETSTREAM OF HOUSTON, LLP | USA | 75736305 | 2350077 | UNX |
| PIPS TECHNOLOGY INC. | USA | 78703030 | 3406816 | AUTOPLATE |
| PIPS TECHNOLOGY INC. | USA | 78821423 | 3193420 | BOSS |
| PIPS TECHNOLOGY INC. | USA | 78663618 | 3173495 | PIPS TECHNOLOGY |
| PIPS TECHNOLOGY INC. | USA | 77649077 | 3706832 | SLATE |
| PIPS TECHNOLOGY INC. | USA | 77667941 | | SPEEDSPIKE |
| PIPS TECHNOLOGY INC. | USA | 78581719 | 3163935 | SUPEREX |
| PIPS TECHNOLOGY INC. | USA | 78577414 | 3319800 | PAGIS |
| SIRIT CORP. | USA | 76474290 | 2898685 | RSI ID TECHNOLOGIES |
| VACTOR MANUFACTURING, INC. | USA | 77064647 | 3472939 | COMMANDOR |
| VACTOR MANUFACTURING, INC. | USA | 77064608 | 3472938 | CRUISER |
| VACTOR MANUFACTURING, INC. | USA | 75736306 | 2467051 | GRV |
| VACTOR MANUFACTURING, INC. | USA | 77116425 | 3297130 | HXX PRODIGY |
| VACTOR MANUFACTURING, INC. | USA | 77612006 | 3755813 | HYDROSURGE |
| VACTOR MANUFACTURING, INC. | USA | 77750085 | 3731258 | INTELLIVIEW |
| VACTOR MANUFACTURING, INC. | USA | 72348565 | 900194 | JET RODDER |
| VACTOR MANUFACTURING, INC. | USA | 77064628 | 3477283 | MAD FLUSHER |
| VACTOR MANUFACTURING, INC. | USA | 77206356 | 3359472 | RAMJET |
| VACTOR MANUFACTURING, INC. | USA | 73435480 | 1287674 | SUNVAC |

| Owner | Country | Application No. | TMA No. | Description/Reference |
|----------------------------------|---------|-----------------|---------|---------------------------|
| INC. | | | | |
| VACTOR MANUFACTURING, INC. | USA | 72185703 | 824390 | VACTOR |
| VACTOR MANUFACTURING, INC. | USA | 77121936 | 3359008 | VACTOR HXX HYDROEXCAVATOR |
| VACTOR MANUFACTURING, INC. | USA | 75733057 | 2488617 | VACTOR HYDROEXCAVATOR |
| VACTOR MANUFACTURING, INC. | USA | 75552026 | 2421898 | VAXJET |
| VESYSTEMS, LLC | USA | 77777125 | 3749470 | ADAPTIP |