

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
Vincit Company, LLC		12/01/2011	LIMITED LIABILITY COMPANY: TENNESSEE

RECEIVING PARTY DATA	
Name:	BMO Harris Bank, N.A.
Street Address:	111 West Monroe Street, 5W
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 17		
Property Type	Number	Word Mark
Registration Number:	3754276	ITG A MEMBER OF THE VINCIT GROUP
Registration Number:	3015330	NUMARK
Registration Number:	2959896	QSI QUALITY SERVICE INTEGRITY
Registration Number:	3757167	THE ART OF DELIVERY
Registration Number:	3993607	THE VINCIT GROUP
Registration Number:	3010311	UNISAN
Registration Number:	3365295	YOUR BRAND PROTECTION SPECIALISTS
Registration Number:	3138280	ZCI ZEE COMPANY INC
Registration Number:	3819665	ZEE COMPANY A MEMBER OF THE VINCIT GROUP
Registration Number:	3765251	ZEE COMPANY A MEMBER OF THE VINCIT GROUP
Registration Number:	3757580	ZGO ZEE GAS & OIL A MEMBER OF THE VINCIT GROUP
Serial Number:	85196519	EIS A MEMBER OF THE VINCIT GROUP
Serial Number:	85408284	MICROTOX
Serial Number:	85408401	MICROTOX 5

TRADEMARK

CH \$440.00 3754276

Serial Number:	85408265	MICROTOX 5P
Serial Number:	85408276	MICROTOX P
Serial Number:	85190427	TCS

CORRESPONDENCE DATA

Fax Number: (312)609-5005
Phone: (312) 609-7838
Email: podonoghue@vedderprice.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Patricia O'Donoghue, Vedder Price P.C.
Address Line 1: 222 North LaSalle Street
Address Line 2: Suite 2500
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	42110.00.0017
NAME OF SUBMITTER:	Patricia O'Donoghue
Signature:	/Patricia O'Donoghue/
Date:	01/12/2012

Total Attachments: 8

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**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST
IN PATENTS, TRADEMARKS, AND COPYRIGHTS**

THIS CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN PATENTS, TRADEMARKS, AND COPYRIGHTS (the "*Confirmatory Assignment*") is dated as of December 1, 2011, by and from VINCIT COMPANY, LLC, a Tennessee limited liability company (the "*Assignor*"), whose principal address is 412 Georgia Avenue, Suite 300, Chattanooga, Tennessee 37403, to and in favor of BMO HARRIS BANK, N.A., whose principal address is 111 West Monroe Street, Chicago, Illinois 60603 (the "*Assignee*") in connection with that certain Credit Agreement dated as of the date hereof by and among the Assignor, STELLAR MANAGEMENT COMPANY GROUP, INC., a Tennessee corporation, STELLAR MANAGEMENT GROUP I, INC., a Nevada corporation, STELLAR MANAGEMENT GROUP II, INC., a Nevada corporation, STELLAR MANAGEMENT GROUP III, INC., a Nevada corporation, STELLAR MANAGEMENT GROUP IV, INC., a Nevada corporation, STELLAR MANAGEMENT GROUP V, INC., a Nevada corporation, TOWER CLEANING SPECIALISTS, LLC, a Tennessee limited liability company, PRO-LOGISTICS, LLC, a Nevada limited liability company, ZECO, INC. a Tennessee corporation, ZEE COMPANY, INC. a Tennessee corporation, ITG, LLC, a Tennessee limited liability company, and EIS OF TENNESSEE ACQUISITION COMPANY, LLC, a Tennessee limited liability company, F-90, LLC, a North Carolina limited liability company (each a "*Borrower*" and, collectively, the "*Borrowers*"), Assignee, as the bank, as amended, restated, supplemented, otherwise modified or refinanced from time to time (the "*Credit Agreement*").

WHEREAS, each of the Borrowers (including the Assignor), as debtors, and Assignee, as secured party, have entered into a General Security Agreement dated as of even date herewith (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*") pursuant to which the Assignor has granted Assignee a security interest in substantially all of Assignor's personal property and assets;

WHEREAS, the Assignor is the owner of the patents (the "*Patents*"), the trademarks, trademark applications and the goodwill of the business in connection therewith (the "*Trademarks*"), and the copyrights (the "*Copyrights*"), all listed on Exhibit A attached hereto, which Patents are issued or pending with the United States Patent and Trademark Office; which Trademarks are registered or pending registration with the United States Patent and Trademark Office; and which Copyrights are registered or pending with the United States Copyright Office.

WHEREAS, this Confirmatory Assignment has been granted in conjunction with the security interest granted to Assignee under the Security Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) **Definitions.** All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.

2) ***The Security Interest.***

(a) This Confirmatory Assignment is made to secure the satisfactory performance and payment of all the Secured Obligations (as defined in the Security Agreement). Upon the indefeasible payment in full in cash of all Secured Obligations, Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Patents, Trademarks, and Copyrights acquired under this Confirmatory Assignment.

(b) The Assignor hereby assigns and grants to Assignee a security interest in (1) all of the Assignor's right, title and interest in and to the Patents, Trademarks, and Copyrights set forth on Exhibit A, now owned or from time to time after the date hereof owned or acquired by the Assignor, together with (2) all proceeds and products of the Patents, Trademarks, and Copyrights, and (3) all causes of action arising prior to or after the date hereof for infringement of any of the Patents, Trademarks, or Copyrights, or unfair competition regarding the same.

(c) Assignor shall promptly notify the Assignee in writing of any additional intellectual property rights acquired or arising after the date hereof, and shall submit to Assignee a supplement to Exhibit A to reflect such additional rights (provided that any failure to do so shall not impair the Assignee's security interest therein).

(d) The rights and remedies of Assignee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

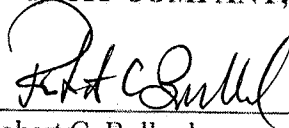
(Signature Pages Follow)

*(Signature Page to Confirmatory Assignment of Security Interest
in Patents, Trademarks, and Copyrights)*

IN WITNESS WHEREOF, the Assignor has executed this Confirmatory Assignment effective as of the above-indicated date.

ASSIGNOR:

THE VINCIT COMPANY, LLC

By: 

Robert C. Bullard
Chief Manager and President

TRADEMARK
REEL: 004697 FRAME: 0368

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST
IN PATENTS, TRADEMARKS, AND COPYRIGHTS**

EXHIBIT A

SCHEDULE OF PATENTS, TRADEMARKS, AND COPYRIGHTS

Patent Application:

<u>PATENT</u>	<u>TITLE OF PATENT</u>	<u>FILING DATE</u>	<u>COUNTRY</u>	<u>OWNER</u>	<u>NOTES</u>
12/122,086	Hot Box Chill Spray System and Method of Its Use	May 16, 2008	USA	The Vincit Group	

Registered Trademarks:

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>COUNTRY</u>	<u>OWNER</u>	<u>NOTES</u>
ITG A MEMBER OF THE VINCIT GROUP	3,754,276	3/2/2010	USA	The Vincit Group	
NUMARK	3,015,330	11/15/2005	USA	The Vincit Group	
QSI QUALITY SERVICE INTEGRITY	2,959,896	6/7/2005	USA	The Vincit Group	
THE ART OF DELIVERY	3,757,167	3/9/2010	USA	The Vincit Group	
THE VINCIT GROUP	3,993,607	7/12/2011	USA	The Vincit Group	
UNISAN	3,010,311	11/1/2005	USA	The Vincit Group	No Affidavit of Use will be filed and this mark will lapse.
YOUR BRAND	3,365,295		USA	The Vincit	

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>COUNTRY</u>	<u>OWNER</u>	<u>NOTES</u>
PROTECTION SPECIALISTS				Group	
ZCI ZEE COMPANY INC	3,138,280	9/5/2006	USA	The Vincit Group	
ZEE COMPANY A MEMBER OF THE VINCIT GROUP	3,819,665	7/13/2010	USA	The Vincit Group	
ZEE COMPANY A MEMBER OF THE VINCIT GROUP (Stylized)	3,765,251	3/23/2010	USA	The Vincit Group	
ZGO ZEE GAS & OIL A MEMBER OF THE VINCIT GROUP (Stylized and Design)	3,757,580	3/9/2010	USA	The Vincit Group	

Trademark Applications:

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>	<u>COUNTRY</u>	<u>OWNER</u>	<u>NOTES</u>
EIS A MEMBER OF THE VINCIT GROUP	85/196,519	12/13/2010	USA	The Vincit Group	Currently the subject of an extension of time to opposed filed by Houston McLane, LLC (the Houston Astros) for the star design included with the logo
MICROTOX	85/408,284	8/26/2011	USA	The Vincit Group	Use and/or registration may be contested by Strategic Diagnostics Inc. d/b/a SDIX for the registration for MICROTOX for use with water treatment reagents and microorganisms
MICROTOX 5	85/408,401	8/26/2011	USA	The Vincit Group	Use and/or registration may be contested by Strategic Diagnostics Inc. d/b/a SDIX for the registration for MICROTOX for use with water treatment reagents and microorganisms

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>	<u>COUNTRY</u>	<u>OWNER</u>	<u>NOTES</u>
MICROTOX 5P	85/408,265	8/26/2011	USA	The Vincit Group	Use and/or registration may be contested by Strategic Diagnostics Inc. d/b/a SDIX for the registration for MICROTOX for use with water treatment reagents and microorganisms
MICROTOX P	85/408,276	8/26/2011	USA	The Vincit Group	Use and/or registration may be contested by Strategic Diagnostics Inc. d/b/a SDIX for the registration for MICROTOX for use with water treatment reagents and microorganisms
TCS	85/190,427	12/3/2010	USA	The Vincit Group	