

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
The Bank of Nova Scotia		09/13/2012	CORPORATION:
Export Development Canada		09/13/2012	CORPORATION:

RECEIVING PARTY DATA

Name:	NSCL Trust
Street Address:	600 Kenilworth Avenue North
City:	Hamilton
State/Country:	CANADA
Postal Code:	L8N 3J4
Entity Type:	TRUST: CANADA
Composed Of:	<ul style="list-style-type: none"> 2327303 Ontario Inc., CANADA, CORPORATION

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2171583	NSC BUILDERS OF RELIABLE RAIL TRANSPORT 1912
Serial Number:	77045695	TUFF
Serial Number:	77045721	TUFF SEAL
Serial Number:	77045735	TRANSVERSE ULTRA FAST-FLOW
Registration Number:	3635367	Q4 QUADRI-STEER
Registration Number:	1918789	NSC SUPERSTACK

CORRESPONDENCE DATA

Fax Number: 4168657048
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Email: sharon.groom@mcmillan.ca
 Correspondent Name: McMillan LP
 Address Line 1: 181 Bay Street, Suite 4400

OP \$165.00 2171583

Address Line 4: Toronto, CANADA M5J 2T3

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Sharon Groom

Signature:

/sg/

Date:

10/16/2012

Total Attachments: 3

source=Acknowledgement and Confirmation Re Assignment of Security to NSCL Trust - September 2012#page1.tif

source=Acknowledgement and Confirmation Re Assignment of Security to NSCL Trust - September 2012#page2.tif

source=Acknowledgement and Confirmation Re Assignment of Security to NSCL Trust - September 2012#page3.tif

ACKNOWLEDGEMENT AND CONFIRMATION
(Assignment of Security)

BY:

THE BANK OF NOVA SCOTIA
(hereinafter called the "Assignor")

OF THE FIRST PART,

EXPORT DEVELOPMENT CANADA
(hereinafter called "EDC")

OF THE SECOND PART,

IN FAVOUR OF:

NSCL TRUST, by its trustee 2327303 ONTARIO INC.
(hereinafter called the "Assignee")

OF THE THIRD PART.

WHEREAS the Assignor and EDC entered into a Guarantee Satisfaction Agreement dated as of June 8, 2012, pursuant to which, among other things, EDC acquired an undivided one-half interest in all of the Assignor's right, title and interest in, to and under certain loan and security documents;

AND WHEREAS the Assignee, the Assignor and EDC entered into an Assignment Agreement (Transferable Interests) also dated as of June 8, 2012 (the "**Assignment Agreement**"), pursuant to which the Assignor and EDC irrevocably sold and assigned to the Assignee all of their respective right, title and interest in certain Transferable Interests (as defined in the Assignment Agreement), including but not limited to all of their right, title and interest in and to certain Security (as hereinafter defined);

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor and EDC hereby acknowledge and confirm that, pursuant to the Assignment Agreement, they have assigned to the Assignee, effective as of June 8, 2012 and as the Assignee's own property absolutely, all of their right, title and interest in and to the following security:

- (a) General Security Agreement dated April 19, 2005 granted by National Steel Car Limited ("NSCL") in favour of the Assignor (the "**NSCL GSA**");
- (b) Confirmation of Security Interest dated December 21, 2006 between NSCL and the Assignor;
- (c) General Confirmation of Security Interest in Intellectual Property dated January 7, 2010 between NSCL and the Assignor;
- (d) Limited Recourse Guarantee and Pledge of National Industries Inc. ("**NII**") re shares of 6989829 Canada Inc. ("**6989829**") dated February 12, 2010;
- (e) Limited Recourse Guarantee and Pledge of NII re shares of CIORL Partners Limited dated February 12, 2010;
- (f) Limited Recourse Guarantee and Pledge of Opex Corp. ("**Opex**") re units of Continental Railcar Leasing, LLC dated February 12, 2010;

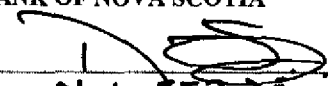
- (g) General Security Agreement dated February 12, 2012 granted by 6989829 in favour of the Assignor;
- (h) Charge/Mortgage of land with respect to the property municipally known as 600-602 Kenilworth Avenue North, Hamilton Ontario dated April 18, 2005; and
- (i) Mortgage Amending Agreement with respect to the property municipally known as 600-602 Kenilworth Avenue North, Hamilton, Ontario dated February 2, 2007;

(such security, together with the registrations filed in connection therewith as more particularly described in Schedule A hereto, being collectively referred to herein as the "Security").

THE BANK OF NOVA SCOTIA

Date: September , 2012

By:


Name: **N. L. STRIDE**
Title: **DIRECTOR.**

EXPORT DEVELOPMENT CANADA

Date: September 13, 2012

By:


Name:
Title: **GSSYA FERJANI
MANAGER
SPECIAL RISKS**


Michael Fortner
Senior Special Risks Manager

SCHEDULE A

1. *Personal Property Security Act* (Ontario) (“PPSA”) registration against NSCL in favour of the Assignor filed on March 31, 2005 as reference file number 613761174, as amended on February 22, 2010;
2. PPSA registration against NSCL in favour of the Assignor filed on December 14, 2006 as reference file number 631443726, as amended on September 28, 2009;
3. PPSA registration against NII in favour of the Assignor filed on December 29, 2009 as reference file number 658441134;
4. PPSA registration against NII in favour of the Assignor filed on February 16, 2010 as reference file number 659286477, as amended on February 17, 2010;
5. PPSA registration against 6989829 in favour of the Assignor filed on February 16, 2010 as reference file number 659286486, as amended on February 17, 2010 and February 23, 2010;
6. *Uniform Commercial Code* (State of Delaware) (“UCC”) registration against Opex in favour of the Assignor filed on February 17, 2010 as registration number 2010 0522098, as amended on February 19, 2010;
7. Registration of the NSCL GSA under the *Canada Transportation Act* and Canada Gazette Publication re same dated April 19, 2005;
8. Notice of recordation by the United States Patent and Trademark Office (the “USPTO”) of security interest in certain trademarks owned by NSCL in favour of the Assignor dated January 11, 2010;
9. Notice of recordation by the USPTO of security interest in certain patents owned by NSCL in favour of the Assignor dated January 8, 2010; and
10. Charge registered as Instrument No. VM264267 on the title abstract for the property assigned the Property Identifier Numbers 17574-0037 (LT) and 17574-0044 (LT) in the Land Titles Division of the Land Registry Office for Hamilton Wentworth (LRO # 62).