

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Paramount Transportation Systems, Inc.		08/14/2009	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, National Association, as Administrative Agent		
<b>Street Address:</b>	10 South Dearborn		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	National banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2479897	PARAMOUNT TRANSPORTATION	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(214)981-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
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Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	36084-35360		
NAME OF SUBMITTER:	Dusan Clark		
Signature:	/Dusan Clark/		

CH \$40.00 2479897

Date:

08/19/2009

**Total Attachments: 4**

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**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS ("Confirmatory Grant") is made effective as of August 14, 2009 by and from PARAMOUNT TRANSPORTATION SYSTEMS, INC., an Ohio corporation (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, a national banking association ("JPMorgan"), as Administrative Agent under and as defined in the Credit Agreement referenced below (together with its successors and assigns in such capacity, the "Secured Party").

WHEREAS, the Grantor, R & L Carriers, Inc., an Ohio corporation ("R&L"), and together with the Grantor, the "Borrowers", certain Domestic Subsidiaries of the Borrowers, JPMorgan, as Administrative Agent, and the Lenders party thereto, have entered into that certain Amended and Restated Credit Agreement, dated as of September 12, 2007, as amended to date (as so amended and as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Borrowers, the Subsidiaries of the Borrowers from time to time party thereto and the Secured Party have entered into that certain Pledge and Security Agreement, dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to the Secured Party under the Security Agreement. The rights and remedies of the Secured Party with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Credit Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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 Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all Secured Obligations (other than contingent indemnification obligations), the Secured Party shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to the Secured Party a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of Ohio.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

PARAMOUNT TRANSPORTATION SYSTEMS, INC.

By: Michael Shroyer  
Name: Michael Shroyer  
Title: CFO

STATE OF OHIO )  
Clinton COUNTY )

Michael Shroyer known to me to be the CFO of Paramount Transportation Systems, Inc., personally came before me this 14<sup>th</sup> day of August 2009, and executed or acknowledged to me that he executed the foregoing Confirmatory Grant of Security Interest in United States Trademarks on behalf of Paramount Transportation Systems, Inc. pursuant to



Notary Public duly received.  
CYNTHIA A HENRY  
Notary Public State of Ohio  
My Commission Expires  
March 22 2010

Cynthia A. Henry  
Notary Public, State of Ohio  
My Commission Expires: March 22, 2010

Signature Page to  
Confirmatory Grant of Security Interest  
in United States Trademarks

CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

MARK	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.
PARAMOUNT TRANSPORTATION	76105380	8/4/2000	2479897	8/21/2001

*Exhibit A*