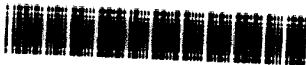


08-24-1998

- Patents
- Trademarks



rademarks:
opy thereof.

100806405

1. Name of Party(ies) conveying an interest:

2. Address of Party(ies) receiving an interest:

Ashford Concrete, Inc. dba T.L. Smith Machine Company
7020 Henrietta Road
Springville, NY 14141

Name: Coast Business Credit, a division of Southern Pacific Bank
Internal Address: Attention: Manager
Street Address: 12121 Wilshire Blvd., Suite 1111
City: Los Angeles
State: California Zip: 90025

- Entity:
- Individual(s)
 - General Partnership
 - Corporation-State
 - Other _____
- Association
 - Limited Partnership

- Entity:
- Individual(s)
 - General Partnership
 - Corporation-State
 - Other _____
Citizenship _____
- Association
 - Limited Partnership

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

3. Interest Conveyed:

- Assignment
 - Security Agreement
 - Other _____
- Association
 - Limited Partnership

Execution Date: June 8, 1998

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached:

- Yes
- No

1,504,791; 547,473; 1,751,016

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Reserant Corp.
Internal Address: Suite 101
Street Address: 400 Seventh St NW
City: Washmgton
State: DC Zip: 20004

6. Number of applications, patents, or registrations involved:

3

7. Amount of fee enclosed or authorized to be charged:

\$ 90 Filing Fee
Total \$90

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

08/25/1998 JSHABAZZ 00000138 1504791

01 FC:481 40.00 OP
02 FC:482 50.00 OP

DO NOT USE THIS SPACE

9. Date of execution of attached document As of June 8, 1998

10. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original documents.

August 20, 1998
Date

Signature

TRADE MARK

REEL: 1724-1000-0501

RECEIVED
AUG 21 1998
ASST. CLERK

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 2, 1998, is executed by Ashford Concrete, Inc., a Delaware corporation d.b.a. T.L. Smith Machine Company ("Borrower"), in favor of Coast Business Credit®, a division of Southern Pacific Bank ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof ("Loan Agreement") between Borrower and Lender, Lender has agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Borrower has granted to Lender a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.


Borrower does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Lender's address is:

Coast Business Credit®, a division of Southern Pacific Bank
12121 Wilshire Blvd.
Suite 1111
Los Angeles, California 90025-1176
Telecopier No.: (310) 826-2884

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed
as of the day and year first above written.

ASHFORD CONCRETE, INC. d.b.a. T.L.
Smith Machine Company

By: 
Name: Grover H. Riebler
Title: President

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF New York)
 COUNTY OF Cattaraugus) ss.

On June 3, 1998, before me, Karen J. Pacer - Notary Public
 (Name and Title of Officer)
 personally appeared George J. Packer

- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Karen J. Pacer
 Signature Of Notary

KAREN J. PACER
 Reg# 01PA5022564
 Notary Public, State of New York
 Qualified in Cattaraugus County
 My Commission expires January 18, 2000

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER	DESCRIPTION OF ATTACHED DOCUMENT
<input type="checkbox"/> Individual <input type="checkbox"/> Corporate Officer _____ Title(s)	_____ Title Or Type Of Document
<input type="checkbox"/> Partner(s) <input type="checkbox"/> Limited <input type="checkbox"/> Attorney-In-Fact <input type="checkbox"/> General <input type="checkbox"/> Trustee(s) <input type="checkbox"/> Guardian/Conservator <input type="checkbox"/> Other: _____	_____ Number Of Pages
Signer is representing: Name Of Person(s) Or Entity(ies) _____ _____	_____ Date Of Document
	_____ Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
2WMX	U.S.	9/20/88	1,504,791
SMITH	U.S.	9/4/51	547,473
SMITH	U.S.	2/9/93	1,751,016

I-A-1

DOCSLA1:256248.1

TRADEMARK
REEL: 1772 FRAME: 0605

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Date Filed</u>	<u>Serial No.</u>
None.			