

07-18-2000



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TRADEMARK

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- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

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Steven D. Thomas

6/6/00

Name of Person Signing

Signature

Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of April 28, 2000 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders:

TRADEMARK APPLICATIONS

Trademark Application Number	Description of Trademark Applied For	Date of Trademark Application
75-892,874	Miscellaneous Design	01/11/2000
75-602,234	RAILWORKS and Design	12/09/1998

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RAILWORKS CORPORATION,  
a Delaware corporation

By: \_\_\_\_\_  
Name: Michael R. Azarela  
Title: Executive Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: Manica Brandes  
Name: Manica Brandes  
Title: Senior Vice President

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RAILWORKS CORPORATION,  
a Delaware corporation

By:  \_\_\_\_\_

Name: Michael R. Azarela

Title: Executive Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_