

FEB 20 2001

02-28-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

615-242-2400

Name

Martha B. Allard

Address (line 1)

Waddey & Patterson, PC

Address (line 2)

414 Union Street, Suite 2020

Address (line 3)

Address (line 4)

Nashville, TN 37219

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2388255

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

23 0035

Authorization to charge additional fees:

Yes

No

Statement and Signature

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 document. Charges to deposit account are authorized, as indicated herein.

Martha B. Allard

Name of Person Signing

Signature

Feb. 14, 2001

Date Signed

TRADEMARK ASSIGNMENT

B. Ryland Wiggs, an individual having an address of 425 Sims Lane, Franklin, Tennessee, does hereby assign, sell and convey unto Railworks Corporation, a corporation formed and existing under the laws of the state of Delaware and having a place of business at 6225 Smith Avenue, Suite 200, Baltimore, MD 21209-3613, all right, title and interest in and to the RAILWORKS mark (U.S. Reg. 2,388,255 effective September 19, 2000) and the registration therefore, together with all of the goodwill of the business connected with and symbolized by the mark and the registration therefore, to Railworks Corporation.

Signature: B. Ryland Wiggs
B. Ryland Wiggs

STATE OF TENNESSEE)
COUNTY OF Williamson

Before me personally appeared B. Ryland Wiggs, signer and sealer of the foregoing instrument, who this 22 day of February in the year 2001, acknowledged that same to be his free act and deed.

[Signature]
Notary Public

SEAL

My Commission Expires: 9/02/03