FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

Resub

09-24-2001

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Submission Type

[X] New 05/18/01 09/19/01

[ ] Resubmission (Non-Recordation)
Document ID # [ ]

[ ] Correction of PTO Error
Reel # [ ] Frame # [ ]

[ ] Corrective Document
Reel # [ ] Frame # [ ]

Conveyance Type

[X] Assignment [ ] License

[ ] Security Agreement [ ] Nunc Pro Tunc Assignment

[ ] Merger

Effective Date
Month Day Year [ ]

[ ] Change of Name

[ ] Other [ ]

Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date
Month Day Year [ ]

Name: VAE Nortrak Ltd.

Formerly: [ ]

[ ] Individual [ ] General Partnership [ ] Limited Partnership [ ] Corporation [ ] Association

[ ] Other [ ]

[x] Citizenship/State of Incorporation/Organization: Canada

Receiving

[ ] Mark if additional names of receiving parties

Name: VAE Nortrak North America Inc.

DBA/AKA/TA: [ ]

Composed of: [ ]

Address (line 1): 1740 Pacific Avenue

Address (line 2): [ ]

Address (line 3): Cheyenne (City) WY (State/Country) 82007-1004 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other [ ]

[ ] 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.)*

[X] Citizenship/State of Incorporation/Organization: Wyoming

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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 310-242-2730

Name Stephen J. Strauss

Address (line 1) FULWIDER PATTON LEE & UTECHT, LLP

Address (line 2) 6060 Center Drive, Tenth Floor

Address (line 3)

Address (line 4) Los Angeles CA 90047

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 4

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)		
			1,873,574	1,920,694	2,010,434

Number of Properties

Enter the total number of properties involved. # 3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 90.00

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 06-2425

Authorization to charge additional fees: Yes [X] 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.

Stephen J. Strauss
Name of Person Signing

Signature

9/6/01
Date Signed

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OMB 0651-0027

05-18-2001
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

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Stephen J. Strauss		
Name of Person Signing	Signature	Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS VAE Nortrak Ltd., whose address is 16160 River Road, Richmond, British Columbia, CANADA, V6V 1L6 ("Assignor") is the owner of the below listed Canadian and United States Trademark Registrations (hereinafter collectively referred to as the "Trademarks") used in association with among other things, railroad frogs:

Canadian Trademarks	Registration No.
WSM	TMA439,328
JBM	TMA438,465
WHM	TMA443,325

United States Trademarks	Registration No.
WSM	1,920,694
JBM	2,010,434
WHM	1,873,574

AND WHEREAS VAE Nortrak North America Inc., whose address is 1740 Pacific Avenue, Cheyenne, Wyoming, United States of America, 82001 ("Assignee"), is desirous of acquiring, and Assignor is desirous of conveying all rights in the Trademarks;

NOW THEREFORE WITNESSETH THAT in consideration of the payment by Assignee of $10.00, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby assigns and transfers to Assignee all of Assignor's worldwide rights in and to the Trademarks, including the right to apply for and obtain trademark registrations in respect of the Trademarks, to prosecute any applications to register the Trademarks, to contest any oppositions affecting the Trademarks and to enforce such rights in any country, and further including any goodwill and common law rights in the Trademarks as Assignor may have.

2. Assignor hereby agrees, at Assignee's expense, to execute such further documents and to provide such further information and assistance as may be required from time to time in order to give full effect to this assignment and as may be required to assist the Assignee, its successor in title and its licensees to acquire, register, record, transfer and enforce the said rights.

IN WITNESS WHEREOF, Assignor has executed this Assignment on the date written hereinbelow.

EXECUTED at Richmond, British Columbia, this 18th day of April, 2001.

VAE NORTRAK LTD.

Per: Edward Pankopf (printed)
Title: CFO

Witness Signature:
Witness name (printed): AJ. WATSON

Assignment
WSM, JBM, WHM
5035t5.asg

Accepted by Assignee

EXECUTED at Richmond, B.C., this 18th day of April, 2001.

VAE NORTRAK NORTH AMERICA INC.

Per: A. J. TONINGLEY (printed)
Title: PRESIDENT

Witness Signature:
Witness name (printed): AJ Watson

Assignment
WSM, JBM, WHM
5035t5.asg