

Form PTO-1594

(Rev. 03/01)

OMB NO. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BuyMetalCasting, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: TCF Railco Information Systems Corp..

Internal

Address: _____

Street Address: 335 Eisenhower Lane South

City: Lombard State: IL Zip: 60148

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: January 14, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule 1

Additional number(s) attached? Yes No

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

Name: Allison Engel, Esq.

Paul, Weiss, Riffkind, Wharton &

Internal Address: Garrison

Street Address: 1285 Avenue of the Americas

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0706

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Allison Engel

Name of Person Signing

Allison Engel
Signature

1/29/02

Date

Total number of pages including cover sheet, attachments, and documents: [7]

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

SCHEDULE 1

Trademark	Serial Number
BuyMetalCastings	76-233060 (Pending)

EXECUTION COPY

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of January 14th, 2002 made by BuyMetalCasting, Inc., a Delaware corporation ("Assignor"), in favor of TCF Railco Information Systems Corp., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the trademark application listed on Schedule 1 attached hereto (the "Mark").

WHEREAS, Assignee desires to acquire the Mark and any and all goodwill associated with the Mark; and

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of December 5, 2001, by and between ABC-NACO, Inc., a Delaware corporation, and certain of its domestic subsidiaries named therein (including Assignor) and Assignee, Assignor agreed to assign all right, title and interest in and to the Mark and any and all goodwill associated with the Mark to Assignee;

NOW, THEREFORE, subject to the Section 363/365 Order (as defined in the Asset Purchase Agreement) for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to the following, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this Trademark Assignment not been made:

1. the Mark;
2. the goodwill of the business symbolized by and associated with the Mark;
3. all rights to proceeds of the foregoing, including, without limitation, all income, royalties, damages and payments now or hereafter due or payable with respect thereto; and
4. all rights of action arising from the Mark, all claims by Assignor against third parties for past, present and future infringement of the Mark, and the right to sue and collect damages for such infringement.

Assignor further agrees, at the expense of Assignee, to cause to be performed such lawful acts and to execute such further documents as Assignee may reasonably request to fully effectuate this Assignment. Additionally, Assignor agrees to use its best efforts to promptly deliver to Assignee originals or copies of all files relating to the Mark.


TRADEMARK
REEL: 002405 FRAME: 0640

Assignor expressly disclaims all representations and warranties, either express or implied, with respect to the Mark. The Mark is being assigned to Assignee on an "as is where is" basis.

[Remainder of page intentionally left blank]

Assignor has caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

BUYMETALCASTING, INC.

By: 
Name: Vaughn W. Makary
Title: Chief Executive Officer and
President

[BuyMetalCastings Trademark Assignment]

STATE OF ILLINOIS)
: ss.:
COUNTY OF COOK)

On this 14th day of January, 2002 before me personally came Vaughn McKay to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the CEO and Pres of Assignor; he signed the instrument in the name of Assignor; and he had the authority to sign the instrument on behalf of Assignor.

Marisa A. Notardonato
Notary Public



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BuyMetalCastings	76-233060 (Pending)