

04-12-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RF

102053360

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): 3-25-02 National Bank of Canada 125 West 55th Street New York, N.Y. 10019

2. Name and address of receiving party(ies) Name: PNC Bank, National Association Internal Address: One PNC Plaza Street Address: 249 Fifth Avenue City: Pittsburgh State: PA Zip: 15222

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 1/15/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,283,021, 1,283,022, 1,646,860, 1,029,893, 1,274,763, Additional number(s) attached [X] Yes [] No 1,035,748

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Vivian L. Polak Internal Address: Street Address: LeBoeuf, Lamb, Greene & MacRae, L.L.P. 125 West 55th Street City: New York State: N.Y. Zip: 10019

6. Total number of applications and registrations involved: 10 7. Total fee (37 CFR 3.41) \$ 265.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

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. Vivian L. Polak Signature Date 3/22/02

04/11/2002 DBYRNE 00000110 1283021

40.00 225.00

Total number of pages including cover sheet, attachments, and document: 7 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002481 FRAME: 0545

Trademark Registrations

1,658,219

1,802,508

1,743,167

1,054,207

Assignment and Acceptance

Reference is made to the Security Agreement - Patent and Trademarks, dated as of April 24, 1995 (the "Security Agreement"), by Transpo Industries, Inc., Castek, Inc. and National Bank of Canada (the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 1371 Frame 0233 and Reel 7541 Frame 0081.

The Assignor and PNC Bank, National Association (the "Assignee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby agree as follows:

1. The Assignor hereby sells and assigns, without recourse, to the Assignee, and the Assignee hereby purchases from the Assignor and assumes, as of the Effective Date (as defined below), all the Assignor's rights and obligations under the Security Agreement, including all interest in and to the collateral granted pursuant to the Security Agreement (which collateral includes the property listed on Exhibit A hereto).

2. The Assignee and the Assignor agree that the liability of each of them under this Assignment and Acceptance and any other agreement, document, certificate or instrument delivered by either pursuant hereto shall be limited as provided in the Asset Purchase Agreement, dated as of November 15, 2001, between the Assignor, National Canada Finance LLC and the Assignee.

3. The effective date of this Assignment and Acceptance shall be January 15, 2002 (the "Effective Date").

4. This Assignment and Acceptance shall be governed by and construed in accordance with the laws of the State of New York.

5. This Assignment and Acceptance may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this
ent and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as
Assignor

By: *Loriann Curryn*
Name: LORIANN CURRYN
Title: GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as
Assignor

By: _____
Name: _____
Title: _____

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

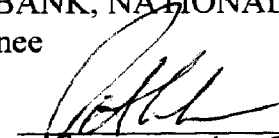
By: 
Name: PETER W. THOMPSON
Title: SENIOR VICE PRESIDENT

EXHIBIT A

TRADEMARKS

REGISTERED TRADEMARKS

COUNTRY	TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
USA	Transpo (Design)	1,283,021	06/26/84
USA	Transpo	1,283,022	06/26/84
USA	Castek	1,646,860	06/04/91
USA	Break Safe	1,029,893	01/13/76
USA	Pole Safe	1,274,763	04/24/84
USA	Cushion Safe	1,035,748	03/10/82
USA	Sealate	1,658,219	09/24/91
USA	Bondade	1,802,508	11/02/93
USA	Step-Safe	1,743,167	12/29/92
USA	Transpo- Safety, Inc.	1,054,207	12/14/76

TRADEMARK APPLICATIONS IN PREPARATION

COUNTRY	TRADEMARK	DOCKET NO.	PRODUCTS/ SERVICES
USA	Visi Curb	N/A	Polymer Concrete
USA	Visi Barrier	N/A	Polymer Concrete
USA	Visi Button	N/A	Polymer Concrete

PATENTS

ISSUED PATENTS

COUNTRY	PATENT NO.	ISSUE DATE	INVENTOR(S)	TITLE
USA	4,528,786	07/16/85	Dinitz, Pappano	Low Profile Break Safe Breakaway System
USA	4,826,228	05/02/89	Dinitz, Ozeroff	Universal Safety Lining Device
USA	5,049,001	09/20/88	Dinitz	Safety Roadway Delineator Effective During Rainy Night-Time Driving Conditions
USA	4,772,155	09/20/88	Dinitz	Safety Roadway Delineator Effective During Rainy Night-Time Driving Conditions

PATENT LICENSES

COUNTRY OR TERRITORY	LICENSOR	LICENSEE	EFFECTIVE DATE	EXPIRATION DATE	SUBJECT MATTER
USA	D. Chisholm	Transpo	02/15/77	02/14/94	Pole Safe
USA	M. Jelling	Transpo	08/06/86	08/05/03	Method of Pothole Repairs
USA	R. Strizki	Transpo	04/20/76	04/19/93	Load Concentrated Breakaway Coupling Apparatus
USA	R. Strizki	Transpo	04/20/76	04/19/93	Safety Breakaway Ground Mounted Post Support Assemblies