

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

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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): Dresser-Rand Company, composed of D-R Acquisition, LLC (a Delaware Limited Liability Company) and Ingersoll-Rand Company (a New Jersey corporation)
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Dresser-Rand Company, composed of DR Holding Corp. (a Delaware corporation), and Ingersoll-Rand Company (a New Jersey corporation).
Street Address: Paul Clark Drive
City: Olean State: NY Zip: 14760
Individual(s) citizenship
Association
General Partnership New York
Limited Partnership
Corporation-State
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 change in General Partner
Execution Date: May 31, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1050942 2152313 1944917 2375031 1488160 1532689
2343701 0583274 2345629 1940409 1116553 1536088
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gregory H. Guillot
Internal Address: Haynes and Boone, LLP
Street Address: 901 Main Street, Suite 3100
City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 12
7. Total fee (37 CFR 3.41): \$ 315.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 08-1394
(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.
Gregory H. Guillot
Name of Person Signing Signature Date 10/4/02
Total number of pages including cover sheet, attachments, and document: 5

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

## ASSIGNMENT

ASSIGNMENT dated as of May 31, 2001 between D-R Acquisition LLC, a Delaware limited liability company (the "Assignor"), and DR Holding Corp., a Delaware corporation (the "Assignee").

WHEREAS, the Assignor owns a 51% partnership interest (the "51% Partnership Interest") in Dresser-Rand Company, a New York general partnership (the "Partnership"), and 2,650,000 shares, representing 51% of the capital stock of Dresser-Rand Canada Inc. (the "Stock");

WHEREAS, the Assignor desires to transfer to Assignee and the Assignee wishes to accept from the Assignor the 51% Partnership Interest and the Stock; and

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The Assignor hereby sells, assigns and transfers to the Assignee and the Assignee hereby accepts from the Assignor all of the Assignor's right, title and interest in and to the 51% Partnership Interest and the Stock, free and clear of all options, pledges, mortgages, security interests, liens, restrictions on voting or transfer or other encumbrances of any nature.
2. In consideration for the assignment and transfer of the 51% Partnership Interest and the Stock, the Assignee shall pay to the Assignor an aggregate of \$127.5 million, payment to be made by the issuance of a promissory note by the Assignee to the Assignor, in the form annexed hereto as Exhibit A.
3. Ingersoll-Rand Company, the other partner of the Partnership, consents to the assignment of the 51% Partnership Interest from the Assignor to the Assignee.
4. The parties agree to take all actions necessary or advisable in order to evidence the transfer of the Partnership Interest and the Stock provided for herein. It is understood and agreed, however, that notwithstanding any delay in implementing the transfers provided for herein as a matter of record, such transfers shall be effective as of the date hereto.

IN WITNESS WHEREOF, the undersigned have executed this Assignment Agreement as of the date set forth above.

Assignor:

D-R ACQUISITION LLC

By: Ingersoll-Rand Company,  
its sole member

By:   
R. G. Heller, Secretary


Assignee:

DR HOLDING CORP.

By:   
Ronald G. Heller  
Corporate Secretary

Consented and Agreed to by:

INGERSOLL-RAND COMPANY

By:   
Ronald G. Heller  
Corporate Secretary

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