

12-11-02

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

102312491

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

1. Name of conveying party(ies): Railworks Corporation One North Lexington Avenue White Plains, NY 10601

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Collateral Agent Internal Address: Street Address: 101 North Tryon Street, 15th Floor City: Charlotte State: NC Zip: 28255

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Notice of Grant of Security Interest

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association

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

Execution Date: November 13, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,492,064, 2,511,416, 2,388,255

Additional number(s) attached Yes No

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

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas Name of Person Signing

Signature

December 11, 2002 Date

04

Total number of pages including cover sheet, attachments, and document:

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

12/13/2002 GT0N11 00000038 2492064

01 FC:8521 40.00 OP 02 FC:8522 50.00 OP

TRADEMARK REEL: 2633 FRAME: 0765

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of November 13, 2002 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RAILWORKS CORPORATION,
a Delaware corporation

By: 

Name: John Polatz

Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____

Name: Michael Brashler

Title: Agency Officer

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Very truly yours,

RAILWORKS CORPORATION,
a Delaware corporation

By: _____
Name: John Polatz
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: 
Name: Michael Brashler
Title: Agency Officer

SCHEDULE 1

Railworks Corporation
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Miscellaneous Design	2492064	9/25/01
RAILWORKS and Design	2511416	11/27/01
RAILWORKS	2388255	9/19/00

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RECORDED: 12/11/2002

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