

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings $\Rightarrow \Rightarrow \Rightarrow$

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

1. Name of conveying party(ies):

ASF-Keystone, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 04/10/03

2. Name and address of receiving party(ies)

Name: Meridian Rail 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

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

A. Trademark Application No.(s) None

B. Trademark Registration No.(s) 2,116,175

2,114,293

Additional number(s) attached Yes No

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

Name: Chris L. Bollinger

Internal Address: Schiff Hardin & Waite

Street Address: P.O. Box 06079

City: Chicago State: IL Zip: 60606-0079

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0409

DO NOT USE THIS SPACE

9. Signature.

Chris L. Bollinger
Name of Person Signing


Signature

4/29/03
Date

Total number of pages including cover sheet, attachments, and document: 3

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

GRANT OF SECURITY INTEREST

(TRADEMARKS)

WHEREAS, ASF-Keystone, Inc., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks covered by the registrations and applications listed on the annexed Schedule 1, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement dated April 10, 2003 (the "Security Agreement"), in favor of Meridian Rail Information System Corp., a Delaware corporation (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor granted to the Assignee for the benefit of Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all income, royalties, damages and payments due or payable to Assignee during the continuance of a Default (as defined in the Security Agreement) under or with respect thereto (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Upon termination of the security interests as provided under the Security Agreement, Assignee shall deliver to Assignor an executed copy of a release of the security interest granted herein.

IN WITNESS WHEREOF, the Assignor has caused this Grant to be duly executed by its officer thereunto duly authorized as of April 10, 2003.

ASF Keystone, Inc.

By:

Thomas C. Berg
Name: Thomas C. Berg
Title: VP

SCHEDULE 1**Federal Trademarks**

Trademark	Appl./Registration No.	Appl./Registration Date
Swing Motion	2116175	
Advanced Vehicle Dynamics	2114293	

SCHIFF HARDIN & WAITE

A Partnership Including Professional Corporations
6600 Sears Tower, Chicago, Illinois 60606-6473 · (312) 258-5500
Facsimile (312) 258-5700

APR 29 9 17

ATTORNEY NO.: 0089
CLIENT/MATTER NO.: 25100-1299
DATE: April 29, 2003

FACSIMILE TRANSMITTAL SHEET

TO THE FOLLOWING:

Name	Company	Fax Number	Phone Number
	USPTO - Assignment Branch	(703) 306-5995	

FROM: Chris L. Bollinger DIRECT DIAL NO.: (312) 258-5724

Transmission consists of cover sheet plus 3 page(s).

If there are any problems with this transmission, please call 312-258-5724.

COMMENTS:

Please see the attached Trademark Recordation Form Cover Sheet (PTO-1594) for recordal. Please contact me with any questions at the above number. Any return correspondence can be faxed to me at (312) 258-5700. Thank you.

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Name: Chris Bollinger
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TRADEMARK

RECORDED: 04/29/2003

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