

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
------------------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Meridian Rail Information Systems Corp.		11/23/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Meridian Rail Acquisition Corp.
Street Address:	1200 Corporate Drive
Internal Address:	Suite 450
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35242
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12		
Property Type	Number	Word Mark
Registration Number:	2751183	MERIDIANRAIL
Registration Number:	1510875	ABC RAIL
Registration Number:	1510876	ABC RAIL
Registration Number:	1255092	BIG BITE
Registration Number:	0045069	CH
Registration Number:	2273316	HIGH ENDURANCE
Registration Number:	1006266	HYDRA-CELL
Registration Number:	2127262	M
Registration Number:	2112333	NATIONAL
Registration Number:	1200366	NATIONAL
Registration Number:	2174523	NCM
Registration Number:	2512451	RAILDOCS

CORRESPONDENCE DATA

CH \$315.00 2751183

Fax Number: (312)660-0471
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3128616371
Email: rprescan@kirkland.com
Correspondent Name: Renee Prescan
Address Line 1: 200 E. Randolph Drive
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	35981-25 RMP
NAME OF SUBMITTER:	Jeremy Grushcow

Total Attachments: 6
source=Meridian Trademark Assgmt#page1.tif
source=Meridian Trademark Assgmt#page2.tif
source=Meridian Trademark Assgmt#page3.tif
source=Meridian Trademark Assgmt#page4.tif
source=Meridian Trademark Assgmt#page5.tif
source=Meridian Trademark Assgmt#page6.tif

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of November 23, 2004 made by Meridian Rail Information Systems Corp., a Delaware corporation ("Assignor"), in favor of Meridian Rail Acquisition Corp., a Delaware corporation ("Assignee").

WHEREAS Assignor is the owner of the trademark registrations and applications listed on Schedule 1 and Schedule 2 attached hereto and of the trade name "Meridian Rail" and variations thereof (the "Marks").

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

NOW, THEREFORE, 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 each of the Marks, including, without limitation, any renewals and extensions thereof, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign jurisdiction, now or hereafter in effect, along with the following:

1. the goodwill of the business symbolized by and associated with the Marks;
2. that portion of Assignor's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
3. all rights to proceeds of the foregoing, including, without limitation, the right to sue for, and collect on, any claim by Assignor against third parties for past, present, or future infringement, dilution, disparagement or other unauthorized use of the Marks, any income, royalties or payments due or payable as of the date of this assignment or thereafter.

Assignor hereby permits the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign jurisdictions, to record Assignee as the assignee and owner of the Marks and Assignor hereby consents to such recordation.

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

MERIDIAN RAIL INFORMATION SYSTEMS
CORP.

By: Shawn V. Casey
Name: SHAWN V. CASEY
Title: President




MERIDIAN RAIL ACQUISITION CORP.

By: Shawn V. Casey
Name: SHAWN V. CASEY
Title: President

TRADEMARKS

Mark	Country	Registration No.	Registration Date	Classes
MERIDIANRAIL	U.S.	2,751,183	8/12/03	6, Steel castings, railway trackwork, railroad track, track frogs, track switches ... 12, Locomotive and railroad car components, namely, side frames, bolsters, trucks ... 42, Engineering services, namely, the design of steel castings and of locomotive and railroad car components
MERIDIANRAIL	Canada	620,843	9/28/04	6, 12, 42, Steel castings, railway trackwork, railroad track, track frogs, track switches, switch stands, switch points, switch rods, guard rails, track crossings ...
MERIDIANRAIL	CTM	Pending Application #2,803,922 Filed 7/18/2002	Pending	6, Steel castings, railroad track, track frogs, track switches ... 12, Locomotive and railroad car components, namely, side frames, bolsters, trucks ... 42, Engineering services, namely, the design of steel castings and of locomotive and railroad car components
MERIDIANRAIL	Mexico	787,142	4/16/03	Class 42
MERIDANRAIL	Mexico	785,269	3/27/03	Class 12
MERIDIANRAIL	Mexico	785,268	3/27/03	Class 08

TRADEMARKS


Mark	Country	Serial No./ Filing Date	Reg No./ Registered	Class/Goods and Services
ABC RAIL	U.S.	73/719,769 3/31/88	1,510,875 11/1/88	12, Metal and composition railroad brake shoes
ABC RAIL	U.S.	73/719,802 3/31/88	1,510,876 11/1/88	12, Railroad car wheels and locomotive wheels
BIG BITE	U.S.	73/353,787 3/10/82	1,255,092 10/25/83	6, Semifinished chains and metal castings
CH 	U.S.	71/001,332 4/13/05	0,045,069 8/8/05	6, Railway car castings
HIGH ENDURANCE	U.S.	75/285,422 5/2/97	2,273,316 8/31/99	12, Structural parts for railway cars, namely, center plates and rotary couplers
HYDRA-CELL	U.S.	73/011,757 1/24/74	1,006,266 3/11/75	6, Hydraulic load measuring cylinders for measuring railway vehicle brake system force
M & Design 	U.S.	75/224,026 1/10/97	2,127,262 1/6/98	6, Railroad car couplers and coupler parts, top center plates, bottom center plates and other railroad car parts, wheel centers and crossheads
NATIONAL	U.S.	75/201,068 11/20/96	2,112,333 11/11/97	12, Railway trucks and side frames
NATIONAL	U.S.	73/216,250 5/18/79	1,200,366 7/6/82	12, Railroad car couplers and structural parts thereof, railroad car draft gears and structural parts thereof, and railroad car trucks and structural parts thereof
NCM	U.S.	75/235,733 2/3/97	2,174,523 7/21/98	6, Steel castings for valves, namely, valve bodies, bonnets and balls 12, Steel castings for locomotives, namely, journal bearing housings, traction motor ends, and steering arms; steel castings for railroad cars ...
RAILDOCS 	U.S.	76/178,382 12/8/00	2,512,451 11/27/01	42, Computer consulting services and application service provider services, namely, providing temporary use of non-downloadable computer software over a global computer network for production forecasting, tracking and allocating manpower ...

STATE OF ALABAMA)

: ss.:

COUNTY OF JEFFERSON)

On this 17th day of November, 2004, before me personally came SHAWN CASEY, 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 President of MERIDIAN RAIL ACQUISITION CORP.; and he had the authority to sign the instrument on behalf of MERIDIAN ACQUISITION CORP.



Notary Public

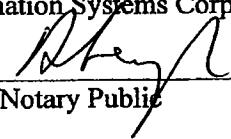
BARRY BERGH
Barrister & Solicitor
P.O. Box 638
Salmon Arm, BC V1E 4N7
Telephone 832-8084-Fax 832-5303

STATE OF ALABAMA)

: ss.:

COUNTY OF JEFFERSON)

On this 17 day of November, 2004 before me personally came SHAWN CASEY, 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, she] is the PRES. of Meridian Rail Information Systems Corp.; [he, she] signed the instrument in the name of Meridian Rail Information Systems Corp.; and [he, she] had the authority to sign the instrument on behalf of Meridian Rail Information Systems Corp.



Notary Public

BARRY BERGH
Barrister & Solicitor
P.O. Box 638
Salmon Arm, BC V1E 4N7
Telephone 832-8084-Fax 832-5303