

08-09-2004

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8/10/04

To the Honorable Commissioner of Pa

102809659

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Bucyrus International, Inc.
1100 Milwaukee Avenue
South Milwaukee, WI 53172

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

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

3. Nature of conveyances:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: July 28, 2004

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

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

2. Name and address of receiving party(ies):

Name: GMAC Commercial Finance LLC, as Agent

Internal Address: _____

Street Address: 1290 6th Avenue

City: New York State: NY ZIP: 10104

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Limited Liability Company

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

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☒ No

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

Name: Federal Research Corporation

Internal Address: _____

Street Address Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
City: Wash 202.783.2700

6. Total number of applications and registrations involved: _____

52

7. Total fee (37 CFR 3.41): _____

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

08/10/2004 6TON11 00000131 2089037

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 1275.00 OP

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

Roger S. Chari

Name of Person Signing

Signature

July 30, 2004

Date

Total number of pages including coversheet, attachments and document: _____

4

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

SCHEDULE A

TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Country</u>	<u>Number</u>	<u>Registration Date</u>
BUCYRUS AND DEVICE	Bucyrus International, Inc.	Argentina	1.654.049	12/29/97
		Australia	718446	09/26/96
		Brazil	819656836	06/19/01
		Chile	500.920	01/09/98
		China	1133027	12/07/97
		Columbia	253488	05/29/02
		Democratic		
		Republic Congo	5753/96	11/22/96
		Egypt	104127	12/02/96
		France	96643920	10/01/96
		Germany	396 42 510	09/30/96
		India	Appl. 743204	09/27/96
		Indonesia	Appl. D96 22024	10/08/96
		Japan	4136427	04/17/98
		Mexico	542139	02/25/97
		Morocco	60765	09/30/96
		Papua New Guinea		A 59,768
		Peru	034427	03/24/97
		Philippines	4-1996-114753	02/16/01
		South Africa	13819/96	09/30/96
		Surinam	15245	10/21/96
		Sweden	322 957	04/11/97
		Turkey	177398	11/26/96
		United Kingdom	2110781	09/26/96
		United States	2,089,037	08/19/97

<u>Trademark</u>	<u>Owner</u>	<u>Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
BUCYRUS INTERNATIONAL, INC.	Bucyrus International, Inc.		United States	2,148,250

BUCYRUS	Bucyrus International, Inc.		United States	2,092,900
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MARC	Bucyrus International, Inc.		United States	2,715,909
		Argentina	1.735.412	05/10/99

SWINGBOSS	Bucyrus Intl.	U.S.	2,598,370	07/23/02
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HOISTBOSS	Bucyrus Intl.	U.S.	2,601,529	07/30/02
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B	Bucyrus Int'l	USA	777,785	09/29/64
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<u>Trademark</u>	<u>Owner</u>	<u>Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
BUCYRUS	Bucyrus Int'l	USA	202,679	09/01/25
	Bucyrus Int'l	USA	805,118	06/08/66
	Bucyrus Int'l.	Australia	22587	01/30/18
	Bucyrus-Erie	Canada	18,572	07/09/13
	Bucyrus-Erie	India	229,594	06/18/93
	Bucyrus Int'l.	South Africa	47/26/1	01/13/98
	Bucyrus Int'l.	Sweden	133276	11/13/70
	Bucyrus-Erie	UK/Ireland	968874	07/25/72
	Bucyrus Int'l	Venezuela	19411	06/12/98
BUCYRUS-ERIE	Bucyrus Int'l	USA	432,944	09/23/47
(w/interlocking CR	Bucyrus Int'l. (no CR)	Australia	A82024	08/16/44
unless otherwise	Bucyrus Int'l.	Chile	570.151	06/15/00
noted.)	Bucyrus-Erie	Egypt	19,755	04/24/99
	Becor Western	India	125,246	09/26/96
	Bucyrus-Erie	Italy	487666	02/04/88
	Bucyrus-Erie	Morocco	49269	08/06/92
	Bucyrus Int'l.	South Africa	65/2177	06/01/95
	Bucyrus Int'l	Brazil	002653320	12/31/61
	Bucyrus Int'l	Canada	45.007	10/23/28
BUCYRUS & DESIGN	Bucyrus Int'l	Canada	514909	08/20/99

Miscellaneous:

Rapier	Bucyrus	India	Appl. 1002463	Filed 04/10/01
	Bucyrus	Jordan	62892	06/26/01
	BEL	UK	1,226,282	09/20/91

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Bucyrus International, Inc., a corporation formed under the laws of Delaware, located at 1100 Milwaukee Avenue, South Milwaukee, Wisconsin 53172 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to GMAC Commercial Finance LLC ("GMAC CF") and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other loan parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
July ~~28~~, 2004

Witness:

Kathleen M. Blume

BUCYRUS INTERNATIONAL, INC.

By: Timothy W. Sullivan

Name: Timothy W. Sullivan

Its: Chief Executive Officer and President

Witness:

GMAC COMMERCIAL FINANCE LLC, as Agent

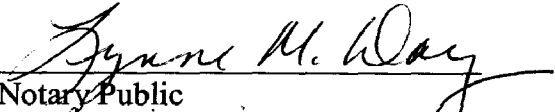
By: Michael O'Connor

Name: Michael O'Connor

Its: Vice President

STATE OF Wisconsin)
 : ss.:
COUNTY OF Milwaukee)

On this ____ day of July, 2004, before me personally came Timothy W. Sullivan, to me known, who, being by me duly sworn, did depose and say that s/he is the Chief Executive Officer and President of Bucyrus International, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.


Notary Public
my Commission expires 8/13/2005.

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this ____ day of July, 2004, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of GMAC Commercial Finance LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public