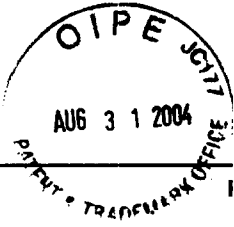


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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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):

Martin Limestone, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- 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: 7/30/04

2. Name and address of receiving party(ies)

Name: Manufacturers and Traders Trust Company
Internal
Address: _____

Street Address: 301 W. Plank Road
City: Altoona State: PA Zip: 16602

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEW YORK
- 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) _____

B. Trademark Registration No.(s) 1,137,896;
2,408,437; 2,483,562

Additional number(s) attached Yes No

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

Name: Amy E. Carroll

Internal Address: Drinker Biddle & Reath LLP
Suite 1100

Street Address: 1500 K Street, N.W.

City: Washington State: DC Zip: 20005-1209

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
(IF FEE INSUFFICIENT OR NO CHECK ATTACHED)

8. Deposit account number:

50-0573

DO NOT USE THIS SPACE

9. Signature.

Amy E. Carroll
Name of Person Signing

Amy E. Carroll
Signature

August 31, 2004
Date

Total number of pages including cover sheet, attachments, and document: 4

09/02/2004 LNUELLER 00000028 1137896

01 FC:8521
02 FC:8522

40.00 OP
50.00 OP

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

TRADEMARK
REEL: 003043 FRAME: 0919

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of July 30, 2004, is among MARTIN LIMESTONE, INC., a Pennsylvania corporation and a wholly-owned subsidiary of the Borrower (as defined below), with an office at 404 Martindale Road, P.O. Box 550, Blue Ball, Pennsylvania 17506 ("Assignor") and MANUFACTURERS AND TRADERS TRUST COMPANY, with an office at 301 W. Plank Road, Altoona, Pennsylvania 16602, as agent for itself and the other Secured Parties (as that term is defined in the Credit Agreement defined below) (together with its successors and assigns in such capacity, "Assignee") and is made pursuant to a Security Agreement dated July 30, 2004, by and among Borrower, certain of Borrower's direct and indirect subsidiaries (including Assignor) and Assignee (the "Security Agreement").

WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, New Enterprise Stone & Lime Co., Inc. (the "Borrower"), Assignee and certain lenders entered into that certain Credit Agreement dated as of the date hereof (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "Credit Agreement"), pursuant to which such lenders (collectively, the "Lenders") agreed to extend credit to the Borrower on the terms and conditions described therein; and

WHEREAS, one of the conditions to the extension of credit under the Credit Agreement is that payment of the Secured Obligations (as defined in the Credit Agreement) shall be secured by, among other things, a security interest in favor of the Assignor, for the benefit of the Lenders

EXHIBIT 1

To Trademark Collateral Agreement and Notice

Mark	Registration No. (Serial No.)	Registration Date (Filing Date)
DIAMOND TEX & Design	1,137,896	July 15, 1980
DIAMOND TEX & Design	2,408,437	November 28, 2000
ULTRALITE	2,483,562	August 28, 2001