

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stewart & Stevenson Services, Inc.		05/25/2006	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1704804	RAIL KING
Registration Number:	1717909	RAIL KING
Registration Number:	2017230	STRIP-TITE
Registration Number:	2748418	STEWART & STEVENSON SOURCE1
Serial Number:	76625951	ON THE BORDER
Serial Number:	76636489	DAQPAQ

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919 286-8049
 Email: PTO_TMconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500

OP \$165.00 1704804

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:

512485.1478STEW&ST17EAR

NAME OF SUBMITTER:

Ellen A. Rubel

Signature:

/Ellen A. Rubel/

Date:

10/31/2006

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 25, 2006 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark applications and trademark licenses shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto.

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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See Schedule 1 attached hereto.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks, trademark applications and trademark licenses (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,

STEWART & STEVENSON SERVICES, INC.,
a Texas corporation

By: 

Name: Philip Baratelli

Title: Vice President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____

Name: James Zilisch

Title: Managing Director

TRADEMARK

REEL: 003419 FRAME: 0416

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks, trademark applications and trademark licenses (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.

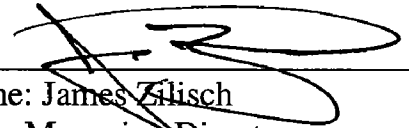
Very truly yours,

STEWART & STEVENSON SERVICES, INC.,
a Texas corporation

By: _____
Name: Philip Baratelli
Title: Vice President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:  _____
Name: James Zilisch
Title: Managing Director

Schedule 1
Stewart & Stevenson Services, Inc.
(Texas corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
RAIL KING	1704804	8/4/92
RAIL KING and Design	1717909	9/22/92
STRIP-TITE	2017230	11/19/96
STEWART & STEVENSON SOURCE1	2748418	10/5/03

Pending Applications

Mark	Application No.	Filing Date
ON THE BORDER	76625951	12/20/04
DAQPAQ	76636489	4/11/05