

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
Meridian Rail Acquisition Corp.		11/07/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	800 Fifth Avenue
Internal Address:	Floor 32
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2751183	MERIDIANRAIL
Registration Number:	2512451	RAILDOCS
Registration Number:	2112333	NATIONAL
Registration Number:	1510876	ABC RAIL
Registration Number:	1510875	ABC RAIL
Registration Number:	1200366	NATIONAL

CORRESPONDENCE DATA

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9192868041
 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 2751183

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 17625.3752NTMERIDIANRJES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 11/27/2006

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 Amended and Restated Security Agreement dated as of November 7, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Debtors party thereto (each an "Debtor" and collectively, the "Debtors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Debtor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

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

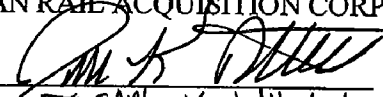
TRADEMARK APPLICATIONS

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

The Debtors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

MERIDIAN RAIL ACQUISITION CORP.

By: 
Name: Joseph K. Wilsted
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

TRADEMARK NOTICE
MERIDIAN RAIL ACQUISITION CORP.

TRADEMARK
REEL: 003433 FRAME: 0959

The Debtors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

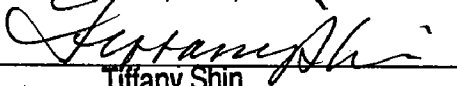
Very truly yours,

MERIDIAN RAIL ACQUISITION CORP.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Tiffany Shin
Title: Assistant Vice President

TRADEMARK NOTICE
MERIDIAN RAIL ACQUISITION CORP.

Schedule 1

**Meridian Rail Acquisition Corp.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
MERIDIANRAIL	2751183	08/12/03
RAILDOCS and Design	2512451	11/27/01
NATIONAL	2112333	11/11/97
ABC RAIL	1510876	11/01/88
ABC RAIL	1510875	11/01/88
NATIONAL	1200366	07/06/82