

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	SECURITY INTEREST			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	New Enterprise Stone & Lime Co., Inc.		03/15/2012	CORPORATION: DELAWARE
	SCI Products Inc.		03/15/2012	CORPORATION: PENNSYLVANIA
	Work Area Protection Corp.		03/15/2012	CORPORATION: ILLINOIS
RECEIVING PARTY DATA				
Name:	Manufacturers and Traders Trust Company			
Street Address:	301 W. Plank Road			
City:	Altoona			
State/Country:	PENNSYLVANIA			
Postal Code:	16602			
Entity Type:	Banking Corporation: NEW YORK			
PROPERTY NUMBERS Total: 6				
	Property Type	Number	Word Mark	
	Registration Number:	1137896	DIAMOND-TEX.	
	Registration Number:	2408437	DIAMOND TEX	
	Registration Number:	2483562	ULTRALITE	
	Registration Number:	3354960	SMART CUSHION INNOVATIONS	
	Registration Number:	3354961	SMART CUSHION	
	Registration Number:	3994863	LANE CHANGER	
CORRESPONDENCE DATA				
Fax Number:	(202)842-8465			
Email:	dctrademarks@dbr.com, sheila.stewart@dbr.com			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
Correspondent Name:	Jennifer Dean - Drinker Biddle & Reath			
Address Line 1:	1500 K. Street, NW			

OP \$165.00 1137896

Address Line 2: Suite 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	042858.200855
NAME OF SUBMITTER:	Sheila Stewart
Signature:	/sheila stewart/
Date:	03/15/2012

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT dated as March 15, 2012, is among NEW ENTERPRISE STONE & LIME CO., INC., a Delaware corporation (together with its successors and permitted assigns, the "**Borrower**"), SCI PRODUCTS INC., a Pennsylvania corporation and a wholly-owned subsidiary of the Borrower ("**SCI**"), and WORK AREA PROTECTION CORP., an Illinois corporation and a wholly-owned subsidiary of the Borrower ("**Work Area**", together with the Borrower, SCI and any other Person that becomes a party to the Security Agreement (as referenced and defined below), together with their successors and permitted assigns, collectively, "**Assignors**"), 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 referenced below) (together with its successors and assigns in such capacity, "**Assignee**") and is made pursuant to the Security Agreement dated as of the date hereof, by and among Assignors and Assignee (the "**Security Agreement**").

WHEREAS, Assignors are the owners of certain registered trademarks, trade names, corporate names, company names, business names, fictitious business names, trade dress, service marks, logos, designs, domain names and other source or business identifiers including, without limitation, those listed on Exhibit 1 hereto, together with pending applications and/or registrations therefor, all registrations and recordings thereof, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States or any State thereof, or otherwise, all rights to obtain any reissues, renewals or extensions of the foregoing, all common law rights related thereto, the goodwill associated therewith, all licenses for any of the foregoing, and all causes of action arising prior to or after the date hereof for infringement,

dilution, misappropriation, violation and unfair competition of or regarding the same (collectively, the “**Marks**”); and

WHEREAS, the Borrower, Assignee and certain Lenders (as defined in the Credit Agreement) 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 and the other Secured Parties 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 Assignee, for the benefit of the Lenders and the other Secured Parties, in the Marks now existing and hereafter adopted or acquired, and all Proceeds (as defined in the Security Agreement) thereof and Assignors are willing to grant to the Assignee, for the benefit of the Secured Parties, a security interest in the Marks, including without limitation, the Marks now existing and hereafter adopted or acquired, and all Proceeds thereof and all other related claims and rights as more fully described in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Secured Obligations, Assignors hereby pledge and grant to Assignee a security interest and lien in and to the Marks now existing and hereafter adopted or acquired and all Proceeds thereof and give notice of such security interest and the existence of the Security Agreement providing therefor.

[Signature Page Follows]

Executed as of the date first above written.

Assignors:

NEW ENTERPRISE STONE & LIME CO., INC.

By: 

Name: Paul I. Detwiler, III

Title: President, Chief Financial Officer
and Secretary

SCI PRODUCTS INC.

WORK AREA PROTECTION CORP.

By: 

Name: Paul I. Detwiler, III

Title: Vice President, on behalf of each of the
foregoing

[Signature Page of Trademark Security Agreement]

TRADEMARK
REEL: 004737 FRAME: 0538

Assignee:

MANUFACTURERS AND TRADERS
TRUST COMPANY, in its capacity as Agent

By: 

Name: Stephen A. Foreman

Title: Regional Executive

[Signature Page of Trademark Security Agreement]

EXHIBIT 1

To Trademark Security Agreement

Trademark Registrations & Applications

<u>Trademark</u>	<u>Current Owner</u>	<u>Issue Date</u>	<u>Registration No.</u>
Diamond-Tex.	New Enterprise Stone & Lime Co., Inc.	07/15/80	1,137,896
Diamond Tex and Design	New Enterprise Stone & Lime Co., Inc.	011/28/00	2,408,437
Ultralite	New Enterprise Stone & Lime Co., Inc.	08/28/01	2,483,562
Smart Cushion Innovations	SCI Products Inc.	12/18/07	3,354,960
Smart Cushion	SCI Products Inc.	12/18/07	3,354,961
Lane Changer	Work Area Protection Corp.	07/12/11	3,994,863