

7/29/03

07-29-2003

Form PTO-1595 (Rev. 10/02) REC OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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



102509629

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Nordco Inc. Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc. Internal Address:

3. Nature of conveyance: Security Agreement Merger Change of Name Other Execution Date: 07/16/2003

Street Address: 222 North LaSalle Street 16th Floor City: Chicago State: IL Zip: 60601 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): A. Patent Application No.(s) B. Patent No.(s) See Schedule 1 attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005

6. Total number of applications and patents involved: 29 7. Total fee (37 CFR 3.41): \$1160.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature: Sharon S. Patterson Name of Person Signing Signature Date 7/24/03

Total number of pages including cover sheet, attachments, and documents: 10

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

07/30/2003 6TON11 00000078 6463858 01 FC:0021 1160.00 DP

PATENT REEL: 014301 FRAME: 0646

SCHEDULE 1**PATENTS**

TITLE	COUNTRY	APP/ PUB/ PATENT NO	FILING/ PUB/ISSUE DATE	STATUS	ASSIGNEE AT ISSUE
RAIL TIE REPLACEMENT METHOD AND APPARATUS	US	6,463,858	10/15/02	ISSUED	NORDCO INC.
PNEUMATIC SUSPENSION SYSTEM FOR RAILROAD REPAIR AND MAINTENANCE MACHINE	US	6,435,098	08/20/02	ISSUED	NORDCO INC.
BULK SPIKE LOADING SYSTEM HAS AUGER ROTATABLY POSITIONED IN TROUGH	US	6,095,053	08/01/00	ISSUED	NORDCO INC.
APPARATUS FOR REMOVAL OF RAIL ANCHORS	US	5,730,060	03/24/98	ISSUED	NORDCO INC.
RAILWAY RAIL MAINTENANCE VEHICLE	US	5,671,679	09/30/97	ISSUED	NORDCO INC.
RAIL CLIP INSTALLER FOR RAILWAY MAINTENANCE	US	5,586,502	12/24/96	ISSUED	NORDCO INC.
RAIL TRACK MACHINE FOR DRIVING RAIL SUPPORT PLATE SCREWS INTO SLEEPERS	US	5,398,616	03/21/95	ISSUED	NORDCO INC.
HAIRPIN SPIKE PULLING TOOL FOR SPIKE PULLING MACHINE	US	5,253,844	10/19/93	ISSUED	NORDCO INC.

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AUTOMATED RAILWAY FASTENER REMOVER	US	5,577,447	11/26/96	ISSUED	NORDCO INC.
RAIL ANCHOR REMOVER	US	5,546,864	08/20/96	ISSUED	NORDCO INC.
MODULAR RAILWAY MAINTENANCE SYSTEM	US	5,465,667	11/14/94	ISSUED	NORDCO INC.
MOBILE APPARATUS FOR CUTTING VEGETATION	US	5,392,593	02/28/95	ISSUED	NORDCO INC.
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AUTOMATIC TIE PLATE SORTING CONVEYER	US	5,038,914	08/13/91	ISSUED	NORDCO INC.
AUTOMATIC TIE PLATE SETTING MACHINE	US	4,974,518	12/04/90	ISSUED	NORDCO INC.
METHOD AND APPARATUS FOR AUTOMATICALL Y SETTING RAIL TIE PLATES	US	4,942,822	07/24/90	ISSUED	NORDCO INC.
AUTOMATIC TIE PLATE SORTING CONVEYOR	US	4,909,375	03/20/90	ISSUED	NORDCO INC.
AUTOMATIC HIGH SPEED TIE PLATE REORIENTING MECHANISM	US	4,907,686	03/13/90	ISSUED	NORDCO INC.

TITLE	COUNTRY	APP/ PUB/ PATENT NO	FILING/ PUB/ISSUE DATE	STATUS	ASSIGNEE AT ISSUE
RAILROAD ADZER DEBRIS REMOVAL MEANS	US	4,825,919	05/02/89	ISSUED	NORDCO INC.
SPIKE DRIVING MACHINE INCLUDING LOCKING STRUT FOR SPIKE DRIVER GUN	US	4,777,885	10/18/88	ISSUED	NORDCO INC.
AUTOMATIC TIE PLATE ORIENTATION SENSING SYSTEM	US	4,727,989*	03/01/88	ISSUED	NORDCO INC.
SPIKE DRIVING MACHINE INCLUDING IMPROVED RAIL CLAMPING APPARATUS	US	4,579,061	04/01/86	ISSUED	NORDCO INC.
DUAL CLAW SPIKE PULLER	US	4,538,793	09/03/85	ISSUED	NORDCO INC.
RAIL TIE REPLACEMENT METHOD AND APPARATUS	CANADA	2368561	09/16/02	ISSUED	NORDCO INC.
PNEUMATIC SUSPENSION SYSTEM FOR RAILROAD REPAIR AND MAINTENANCE MACHINE	CANADA	2368524	09/16/02	ISSUED	NORDCO INC.
BULK SPIKE LOADING SYSTEM HAS AUGER ROTATABLY POSITIONED IN TROUGH	CANADA	2256112	04/29/00	ISSUED	NORDCO INC.
RAILWAY RAIL MAINTENANCE VEHICLE	CANADA	2203461	07/25/00	ISSUED	NORDCO INC.

* It appears a patent application was also filed in Norway.

TITLE	COUNTRY	APP/ PUB/ PATENT NO	FILING/ PUB/ISSUE DATE	STATUS	ASSIGNEE AT ISSUE
RAIL TRACK MACHINE FOR DRIVING RAIL SUPPORT PLATE SCREWS INTO SLEEPERS	CANADA	2129577	08/31/99	ISSUED	NORDCO INC.
HAIRPIN SPIKE PULLING TOOL FOR SPIKE PULLING MACHINE	CANADA	2093477	08/24/99	ISSUED	NORDCO INC.
SPIKE DRIVING MACHINE FOR RAILROAD TRACK	CANADA	2052570	03/06/01	ISSUED	NORDCO INC.
METHOD AND APPARATUS FOR AUTOMATICALL Y SETTING RAIL TIE PLATES	CANADA	1,334,638	03/07/95	ISSUED	NORDCO INC.
AUTOMATIC TIE PLATE SORTING CONVEYOR	CANADA	1,322,984	10/12/93	ISSUED	NORDCO INC.
AUTOMATIC HIGH SPEED TIE PLATE REORIENTING MECHANISM	CANADA	1,327,335**	03/01/94	ISSUED	NORDCO INC.
AUTOMATIC TIE PLATE SETTING MACHINE	CANADA	1,334,639	03/07/95	ISSUED	NORDCO INC.
SPIKE DRIVING MACHINE INCLUDING LOCKING STRUT FOR SPIKE DRIVER GUN	CANADA	1,293,154** *	12/17/91	ISSUED	NORDCO INC.
DUAL CLAW SPIKE PULLER	CANADA	1,252,455	04/11/89	ISSUED	NORDCO INC.

** It appears patent applications were also filed in Australia and the US. The corresponding US Patent Number is 4,907,686.

*** It appears patent application were also filed in Great Britain, Australia, Sweden, Norway, and the US. The corresponding US Patent Number is 4,777,885.

TITLE	COUNTRY	APP/ PUB/ PATENT NO	FILING/ PUB/ISSUE DATE	STATUS	ASSIGNEE AT ISSUE
SPIKE DRIVING MACHINE INCLUDING IMPROVED RAIL CLAMPING APPARATUS	CANADA	1,241,569	09/08/88	ISSUED	NORDCO INC.
AUTOMATIC TIE PLATE ORIENTATION SENSING APPARATUS	CANADA	1,255,774	06/13/89	ISSUED	NORDCO INC.

PATENT APPLICATIONS

TITLE	COUNTRY	APP/ PUB/ PATENT NO	FILING/ PUB/ISSUE DATE	STATUS	ASSIGNEE AT ISSUE
PLATE HANDLING SYSTEM	US	10/113,585		PENDING	NORDCO INC.
RAILROAD MACHINE CENTERING SYSTEM	US	10/113,360		PENDING	NORDCO INC.
COMBINED TIE EXTRACTOR AND PLATE REMOVER FOR RAIL MAINTENANCE	US	10/233,922	01/09/03	PENDING (CASE PUBLISHED; AWAITING FURTHER ACTION)	NORDCO INC.
RIDING RAIL TIE PLUGGING APPARATUS	US	10/269,214		PENDING	NORDCO INC.
RIDING RAIL TIE PLUGGING APPARATUS	CANADA	2,412,305		PENDING	NORDCO INC.

PATENT SECURITY AGREEMENT

THIS PATENT SECURITY AGREEMENT (the "Agreement") is made as of this 16th day of July 2003 by Nordco Inc., a Delaware corporation ("Grantor"), in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee"):

W I T N E S S E T H

WHEREAS, Grantor (as successor by merger to Nordco Acquisition Company, a Delaware corporation), Grantee and Lenders are parties to a certain Credit Agreement dated as of July 16, 2003 (as the same may be amended or otherwise modified from time to time, the "Credit Agreement"), providing for extensions of credit to be made to Grantor by Lenders; and

WHEREAS, pursuant to the terms of a certain Security Agreement dated as of July 16, 2003 among Grantor, Nordco Holding Company, a Delaware corporation, Grantor and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Patents (as defined in the Security Agreement), and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Patent Collateral"), whether now owned or existing and hereafter created, acquired or arising:


(i) each Patent and application for Patent listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof; and

(ii) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent.

3. This Agreement is primarily for the purposes of recording in the United States Patent and Trademark Office. To the extent of any conflict between this Agreement and the Security Agreement, the provisions of the Security Agreement shall control.

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

NORDCO INC.

By: 
Its: Timothy Gosline
Executive Vice President

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Agent

By: _____
Its: _____

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

NORDCO INC.

By: _____
Its: _____

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Agent

By:  
Its: VICE PRESIDENT

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