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04-25-2005

U.S. DEPARTMENT OF COMMERCE
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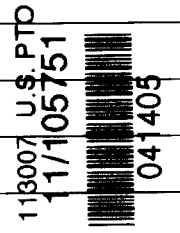
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Stephen E. Mace
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Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):
Name: **Progressive Rail Technologies, Inc.**
Address: **91 N. Magneto Dr.**



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
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Execution Date: **April 14, 2005**

City: **Pueblo West** State/Prov.: **CO**
Country: **USA** ZIP: **81007**

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4. Application number(s) or patent numbers(s):
If this document is being filed together with a new application, the execution date of the application is: **April 14, 2005**

Patent Application No.	Filing date
04/18/2005 DTESSEM1 00000022 11105751	
05 FC:8021	40.00 OP

Additional numbers Yes No

B. Patent No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Rick Martin**
Registration No. **32,267**
Address: **416 Coffman Street**

City: **Longmont** State/Prov.: **CO**
Country: **USA** ZIP: **80501**

6. Total number of applications and patents involved: **1**

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RM296 001

**JOINT ASSIGNMENT NOT REQUIRING NOTARIZATION
EXECUTED CONCURRENTLY WITH
PATENT APPLICATION**

FOR VALUE RECEIVED, WE,

**STEPHEN E. MACE
ROBERT W. MARTIN JR.
STEPHEN N. HANDAL**

hereby sell, assign and transfer unto

**PROGRESSIVE RAIL
TECHNOLOGIES, INC.
91 N. MAGNETO DR.
PUEBLO WEST, CO 81007**

as assignee, and its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to certain inventions relating to the **RAILROAD CAR COUPLER GAP ANALYZER** described in an application for Letters Patent of the United States, executed by us on the 14 day of April, 2005, and all the rights and privileges under any and all Letters Patent that may be granted therefore.

We request that any and all patents for said inventions be issued to said assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

We agree that, when requested, we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said assignee, its successors, assigns and legal representatives or nominees.

We authorize and empower the said assignee, its successors, assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property,

as amended, or by any convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from us.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required in any country for any purpose and more particularly in proof of the right of the said assignee or nominee to claim the aforesaid benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it.

We covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that we have full right to convey the same as herein expressed.

Signed at Pueblo West, Colorado, this 14 day of April, 2005.


STEPHEN E. MACE


ROBERT W. MARTIN JR.


STEPHEN A. HANDAL