

ATTORNEY DOCKET No.: 11042.0098.NPUS00

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Honorable Commissioner for Patents: Please record the attached original document(s) or copy(ies) thereof.

1. Name of Conveying Party(ies):
John Anthony Nagle, II, Christopher M. Villar & Steven C. Orrell
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest (assignee(s)):
Name: Georgetown Rail Equipment Company
Address: 111 Cooperative Way, Suite 100, Georgetown, Texas 78626
Country: USA
Additional name(s) and address(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger Change of Name
 Verified Translation Security Agreement Other: _____
Execution Date: August 15, 2005

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s) 11/172,618 B. Patent No. (s) _____
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Floyd R. Nation
Howrey LLP
2941 Fairview Park Drive, Suites 200 & 300
Falls Church, Virginia 22042
713.787.1661 (Telephone)
713.787.1440 (Facsimile)

6. Total number of applications and patents involved:
Application(s): 1
+ Patent(s): _____
= Total: 1

7. Total Fee (37 C.F.R. § 3.41) \$40.00
8. Authorized to be charged to Deposit Account Yes

9. Deposit Account No.: 01-2508/11042.0098.NPUS00
(Duplicate copy of this sheet attached)
 Charge any underpayment or credit any overpayment to above Deposit Account

DO NOT USE THIS SPACE

10. Statement and Signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Floyd R. Nation, Reg. no. 27,580 Floyd R. Nation September 9, 2005
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 4 Pages

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that this paper is being facsimile transmitted to the Assignment Recordation Services at the Patent Office at 703.306.5995 on the date below:
September 9, 2005 Dick W. Bolser
Date Signature

PATENT

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GEORGETOWN RAIL EQUIPMENT

512 863 0405 P.07/09

PATENT
11042.0098.NPUS00**ASSIGNMENT**

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, sufficiency and adequacy of which are hereby acknowledged, the undersigned, do hereby:

SELL, ASSIGN AND TRANSFER to Georgetown Rail Equipment Company (the "Assignee"), having a place of business at 111 Cooperative Way, Suite 100, Georgetown, TX 78626, the entire right, title and interest for the United States and all foreign countries in and to any and all improvements which are disclosed in the application for United States Letters Patent, Serial No. 11/172,618 which has been filed on June 30, 2005 and is entitled "SYSTEM AND METHOD FOR INSPECTING RAILROAD TRACK", such application and all divisional, continuing, substitute, renewal, reissue and all other applications for patent which have been or shall be filed in the United States and all foreign countries on any of such improvements; all original and reissued patents which have been or shall be issued in the United States and all foreign countries on such improvements; and specifically including the right to file foreign applications under the provisions of any convention or treaty and claim priority based on such application in the United States, including the right to claim priority to U.S. Provisional Patent Application Ser. No. 60/584,769, filed June 30, 2004, entitled "System and Method for Inspecting Railroad Track;"

AUTHORIZE AND REQUEST the issuing authority to issue any and all United States and foreign patents granted on such improvements to the Assignee;

WARRANT AND COVENANT that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to others by the undersigned, and that the full right to convey the same as herein expressed is possessed by the undersigned;

COVENANT, when requested and at the expense of the Assignee, to carry out in good faith the intent and purpose of this assignment, the undersigned will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all such improvements; execute all rightful oaths, declarations, assignments, powers of attorney and other papers; communicate to the Assignee all facts known to the undersigned relating to such improvements and the history thereof; and generally do everything possible which the Assignee shall consider desirable for vesting title to such improvements in the Assignee, and for securing, maintaining and enforcing proper patent protection for such improvements;

TO BE BINDING on the heirs, assigns, representatives and successors of the undersigned and extend to the successors, assigns and nominees of the Assignee.

IN WITNESS WHEREOF, executed by the undersigned on the date(s) opposite their name(s).

SEP-06-2005 11:39

GEORGETOWN RAIL EQUIPMENT

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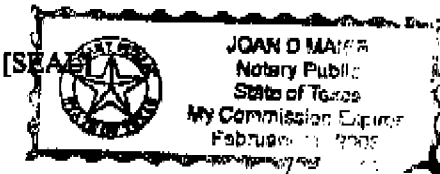
Signature: *Christopher M. Villar*
Name: Christopher M. Villar

Date: 8-15-05

STATE OF _____)
COUNTY OF Williamson) ss.

BEFORE ME, the undersigned authority, on this 15th day of August, 2005, personally appeared Christopher M. Villar, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Joan D Maier
Notary or Consular Officer



Signature: *John Anthony Nagle, II*
Name: John Anthony Nagle, II

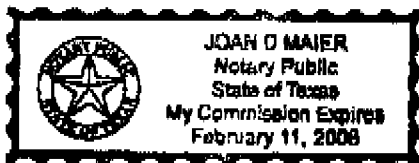
Date: 8/15/2005

STATE OF _____)
COUNTY OF Williamson) ss.

BEFORE ME, the undersigned authority, on this 15th day of August, 2005, personally appeared John Anthony Nagle, II, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Joan D Maier
Notary or Consular Officer

[SEAL]



SEP-06-2005 11:39

GEORGETOWN RAIL EQUIPMENT

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Signature: *Steven C. Orrell*
Name: Steven C. Orrell

Date: 8/15/05

STATE OF _____)
COUNTY OF Williamson) ss.

BEFORE ME, the undersigned authority, on this 15th day of August, 2005, personally appeared Steven C. Orrell, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Joan D. Maier
Notary or Consular Officer

[SEAL]

