

06-17-1998

Document ID No.

6-1-98
To the Honorable Commissioner of Patents
thereof.



100740647

Attached original documents or copy

1. Name of conveying party(ies)

(a) **Warshawsky & Company**

(b)

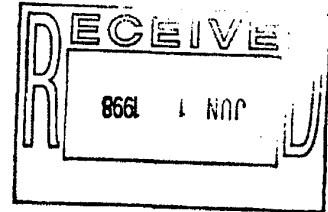
- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

J.C. Whitney & Company
1104 S. Wabash Avenue
Chicago, Illinois 60605

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- Other _____



3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Merger & Change of Name

If assignee is not domiciled in the U.S., domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) attached? Yes No

Execution Date: (a) December 15, 1997

See attached list

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1605430, 1606911, 1624212, 1968251, 1962306, 1971181

Additional number(s) attached? Yes No

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

Mr. John E. McKie
Ladas & Parry
224 S. Michigan Avenue
Chicago, Illinois 60604

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit Account Number: _____

(Attach duplicate copy of this page if paying by desposit account)

06/17/1998 TTM11 0000097 1605430

01 FC:401 40.00 EP
05 FC:100 125.00 EP

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the forgoing information is true and correct and any attached copy is a true copy of the original document.

John E. McKie
Name of Person Signing

[Signature]
Signature

May 27, 1998
Date

Total number of pages including cover sheet, attachments, and document: 4

TRADEMARK
REEL: 1741 FRAME: 0529

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"J.C. WHITNEY & COMPANY", A ILLINOIS CORPORATION,
WITH AND INTO "WARSHAWSKY & COMPANY" UNDER THE NAME OF "J. C. WHITNEY & CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

0362929 8100M
981025822



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8880090
DATE: 01-22-98
TRADEMARK
REEL: 1741 FRAME: 0531

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/22/1997
971442071 - 0362929

CERTIFICATE OF OWNERSHIP AND MERGER

OF

J. C. Whitney & Company

(an Illinois corporation)

into


Warshawsky & Company

(a Delaware corporation)

It is hereby certified that:

1. Warshawsky & Company (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of J. C. Whitney & Company, which is a business corporation of the State of Illinois.
3. The laws of the jurisdiction of organization of J. C. Whitney & Company permit the merger of as business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges J. C. Whitney & Company into the Corporation.
5. The following is a copy of the resolutions adopted on October 14, 1997 by the Board of Directors of the Corporation to merge the said J. C. Whitney & Company into the Corporation.

TRADEMARK
REEL: 1741 FRAME: 0532



RESOLVED, That this Company merge with J. C. Whitney & Company and assume all of its rights and obligations, and

RESOLVED FURTHER, that this Corporation shall change its corporate name to J. C. Whitney & Co., and

RESOLVED FURTHER that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Illinois, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of J. C. Whitney & Company and of this Corporation and in any other appropriate jurisdiction.

RESOLVED FURTHER that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be January 5, 1998, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on December 15, 1997

Warshawsky & Company

By: Gary J. Warshawsky
Its President

RECORDED: 06/01/1998

TRADEMARK
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