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To the Honorable Commission

100754155

the attached original documents or copy thereof.

1. Name of conveying party(ies):

BC Merger Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State NY
- Other _____

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Black Clawson Company, Inc.

Internal Address: _____

Street Address: 405 Lexington Avenue

City: New York State: NY ZIP: 10174

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 10, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/140,412; 75/140,413;
75/140,414 and 75/140,415
all filed July 26, 1996

B. Trademark Registration No.(s)

800,946, Issued 12/28/65

Additional numbers attached? Yes No

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

Name: BIEBEL & FRENCH

Internal Address: _____

Street Address: 2500 Kettering Tower

City: Dayton State: OH ZIP: 45423

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2262

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

DO NOT USE THIS SPACE

9. 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.

Gilbert Henderson

Name of Person Signing

Reg. No. 18,965

Gilbert Henderson

Signature

June 11, 1998

Date

Total number of pages including cover sheet, attachments, and document: 12

BKC 073 G
T2395

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

TRADEMARK
REL: 1746 FRAME: 0708

06/29/98 TT081
0000131
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*State of New York }
Department of State }^{ss:}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on APR 10 1998



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

F 980 220000420
UNI-37

CERTIFICATE OF MERGER
OF
BC MERGER COMPANY, INC.
AND
THE BLACK-CLAWSON COMPANY
INTO
BC MERGER COMPANY, INC.

Under Section 904 of the
Business Corporation Law

The undersigned, being, respectively, the President and Secretary of BC Merger Company, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of New York, and, being, respectively, the Chairman and Secretary of The Black-Clawson Company, a foreign corporation duly organized and existing under and by virtue of the laws of the State of Ohio, do hereby certify and set forth:

FIRST: The name of each constituent corporation is as follows:

BC Merger Company, Inc.

The Black-Clawson Company

SECOND: The name of the surviving corporation is BC Merger Company, Inc.,

a New York corporation.

#177545

THIRD: The designation and number of the outstanding shares of each class and series of each constituent corporation entitled to vote are as follows:

BC Merger Company, Inc.

<u>Class</u>	<u>Series</u>	<u>Number</u>
Common	N/A	1,000

The Black-Clawson Company

<u>Class</u>	<u>Series</u>	<u>Number</u>
Common	N/A	1,000

FOURTH: The amendments or changes to be made in the Certificate of Incorporation of BC Merger Company, Inc. are as follows:

Section FIRST is hereby amended to change the name of the corporation, and it shall read as follows: "The name of the corporation is Black-Clawson, Inc. (hereinafter referred to as the "Corporation")."

FIFTH: The date when the certificate of incorporation of BC Merger Company, Inc. was filed by the department of State is the 13th day of February, 1998.

SIXTH: The jurisdiction of incorporation of The Black-Clawson Company is the State of Ohio, and the date of its incorporation is the 25th day of February, 1903.

SEVENTH: The date when the application of The Black Clawson Company for authority to do business in the State of New York was filed by the Department of State is the 19th day of June, 1940.

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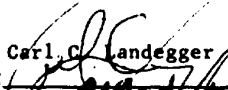
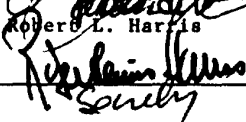
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EIGHTH: The merger was authorized with respect to each constituent domestic corporation by the unanimous written consent of the holder of all outstanding shares entitled to vote thereon.

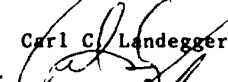
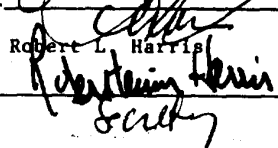
NINTH: The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury this 18th day of February, 1998.

BC MERGER COMPANY, INC.

Carl C. Landegger
By: 
Robert L. Harris

Secretary

THE BLACK CLAWSON COMPANY

Carl C. Landegger
By: 
Robert L. Harris

Secretary

#177545

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CERTIFICATE OF MERGER

OF

BC MERGER COMPANY, INC.

AND

THE BLACK-CLAWSON COMPANY

INTO

BC MERGER COMPANY, INC.

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 20 1998

TAX \$ SAC

BY: SAC

New York

SAC

Under Section 904 of the Business Corporation
Law of the State of New York

FEB 20 1998
RECEIVED

Morrison Cohen Singer & Weinstein
750 Lexington Avenue
New York, New York 10022

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BILLED

980220000438

State of New York }
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **APR 10 1998**



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

F 980317 0 00622

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

BLACK CLAWSON, INC.

Under Section 805 of the
Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of the corporation, hereby certify:

FIRST: The name of the corporation is:

Black Clawson, Inc.

SECOND: That the Certificate of Incorporation was filed by the Secretary of State of New York on February 13, 1998, under the original name BC MERGER COMPANY, INC.

THIRD: That the amendment to the Certificate of Incorporation effected by this Certificate is as follows:

Paragraph First of the Certificate of Incorporation, relating to the name of the Corporation, is hereby amended to read as follows:

"The name of the corporation is "Black Clawson Company, Inc." (hereafter referred to as the "Corporation")"

FOURTH: That the amendment to the Certificate of Incorporation was authorized by an affirmative vote of the holders of at least a majority of all outstanding shares

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TRADEMARK

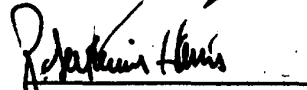
entitled to vote on an amendment to the Certificate of Incorporation at a meeting of shareholders.

Said authorization being subsequent to the affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 10th day of March, 1998.



Carl C. Landegger, President



Robert L. Harris, Secretary

F 980317 0 00622

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BLACK CLAWSON, INC.

Under Section 805 of the Business Corporation
Law of the State of New York

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 17 1998
TAXS _____
BY: LAS
NEW YORK

Morrison Cohen Singer & Weinstein
750 Lexington Avenue
New York, New York 10022

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