

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

09-08-1998

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100823867

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached

1. Name of conveying party(ies):
Northern Tube Corporation

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

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

3. Nature of conveyance: **MAD 8-31-98**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 30, 1998

2. Name and address of receiving party(ies)

Name: Northern Tube, Inc.

Internal Address: _____

Street Address: 980 N. Michigan

City: Chicago State: IL ZIP: 60611

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,811,876
1,238,025

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn
33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00 **E**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
N/A

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

09/02/1998 JENADRZZ 00000150 1811876

DO NOT USE THIS SPACE

01 FC-101 40.00 OP
 02 FT-482 25.00 OP

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.

Laura Konrath
Name of Person Signing

Signature

8/17/98
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 1778 FRAME: 0868

Office of the Secretary of State

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 AMENDMENT OF "NORTHERN TUBE CORPORATION", CHANGING ITS NAME FROM "NORTHERN TUBE CORPORATION" TO "NORTHERN TUBE, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1998, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981297468

AUTHENTICATION: 9226868

DATE: 07-30-98

TRADEMARK

REEL: 1778 FRAME: 0869

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Northern Tube Corporation, a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: By Unanimous Written Consent, the Corporation's Board of Directors duly adopted resolutions approving a proposed amendment (the "Amendment") to the Corporation's Certificate of Incorporation. The resolutions approving the Amendment are as follows:

RESOLVED, that the Corporation's Certificate of Incorporation be amended by changing its Article One thereof so that, as amended, its Article One shall be and read as follows:

ARTICLE ONE

"The name of the Corporation is Northern Tube, Inc. (hereinafter, the "Corporation").";

and be it further

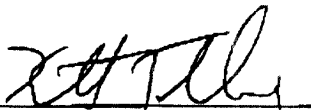
RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered such other instruments and documents, in the name and on behalf of the Corporation, and to pay all fees and expenses as they shall deem necessary, proper or advisable in order to carry out fully the purpose and intent of the foregoing resolution.

SECOND: By Written Consent, the Corporation's sole stockholder approved the Amendment.

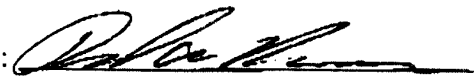
THIRD: The Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed as of the 30th day of July, 1998.

NORTHERN TUBE CORPORATION

By: 
Name: Kenneth M. Tallering
Title: Vice President and Secretary

ATTEST:

By: 
Name: David W. Riesmeyer
Title: Vice President, Treasurer and Assistant Secretary

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