

09-18-1998

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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attached original documents or copy thereof.

To the Honorable Commissioner of F

1. Name of conveying party(ies):

Pettibone Corporation

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

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

3. Nature of conveyance:

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

Execution Date: March 31, 1997



08-25-1998

U.S. Patent & TMO/c/TM Mail Rpt Dt. #39

2. Name and address of receiving party(ies):

Name: Heisley Holding, Inc.

Internal Address: \_\_\_\_\_

Street Address: 4225 Naperville Road / Suite 200

City: Lisle State: Illinois ZIP: 60532-3657

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

signee is not domiciled in the United States, a domestic representative designation is required:  Yes  No

Signatures must be a separate document from assignment

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,049,791

Additional numbers attached?  Yes  No

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

Name: Susan N. McFee, Esq.

Internal Address: \_\_\_\_\_

Street Address: McDERMOTT, WILL & EMERY

227 West Monroe Street

City: Chicago State: IL ZIP: 60606-5096

6. Total number of applications and registrations involved:

1

7. Total Fee (37 CFR 3.41) ..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0206

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

09/17/1998 DMSUYEN 00000326 130206 2049791

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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.

Susan N. McFee  
Name of Person Signing

Susan N. McFee  
Signature

August 21, 1998  
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

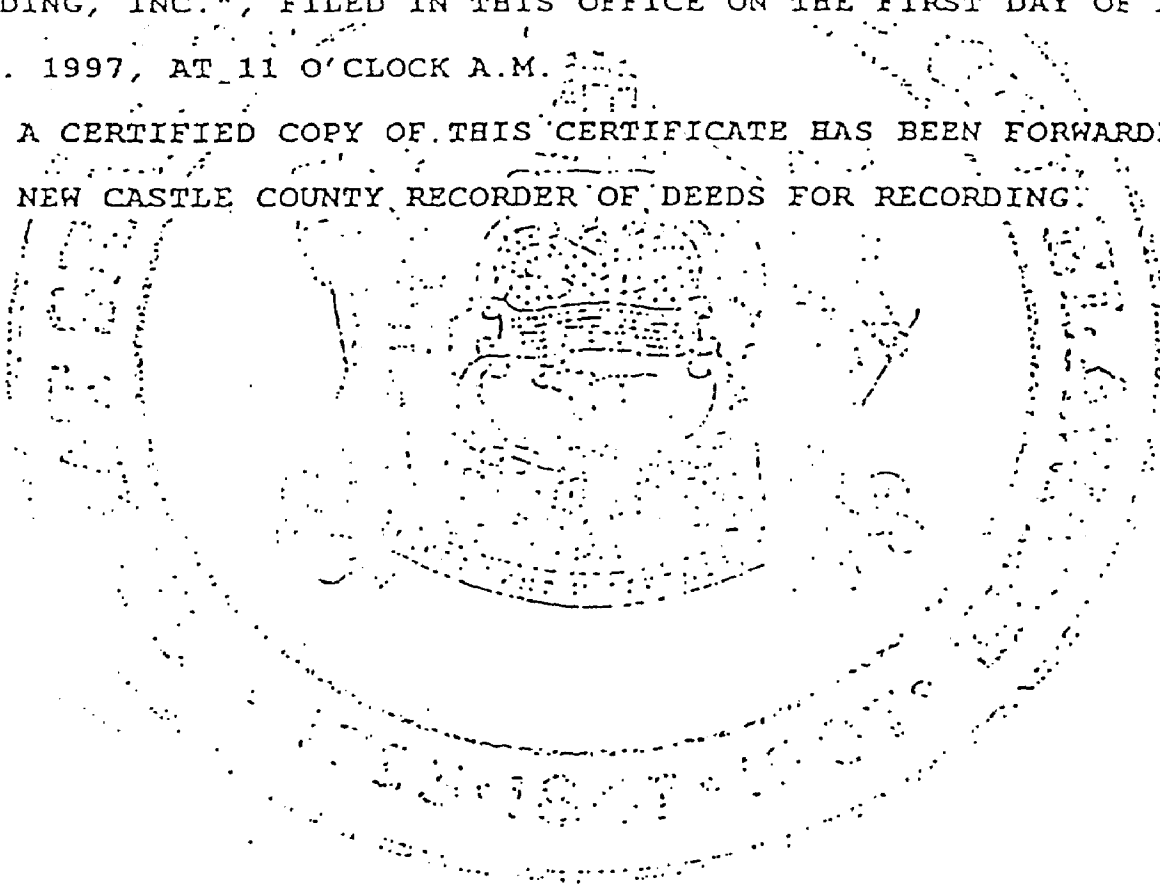
Assistant Commissioner for Trademarks  
Box Assignments  
Arlington, VA 22202

TRADEMARK  
REEL: 1789 FRAME: 0034

MPO 8-25-98

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 "PETTIBONE CORPORATION", CHANGING ITS NAME FROM "PETTIBONE CORPORATION" TO "HEISLEY HOLDING, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 1997, AT 11 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8399365  
DATE: 04-01-97

TRADEMARK  
REEL: 1789 FRAME: 0035

CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
PETTIBONE CORPORATION

\* \* \*

The undersigned, Executive Vice President of PETTIBONE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: That resolutions of the Board of Directors of the Corporation were duly adopted by unanimous written consent setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the amendment to the stockholders of the Corporation for their consideration by means of written consent. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article First of the Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"First: The name of the Corporation is Heisley Holding, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the officers of the Corporation obtained the written consent of the stockholders of the Corporation in accordance with Section 228 of the Delaware General Corporation Law.

THIRD: That the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, PETTIBONE CORPORATION has caused this certificate to be executed by its Executive Vice President this 31st day of March, 1997.

PETTIBONE CORPORATION

By 

Larry W. Gies  
Executive Vice President