

09-24-1998



100837682

1. Name and address of conveying party(ies):

Pettibone Corporation

Association
 Limited Partnership
 Corporation-Delaware
 Other

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

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

3. Nature of conveyance:

Assignment
 Security Agreement
 Other

Merger
 Change of Name

Execution Date: March 31, 1997

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

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

A. Trademark Application No.(s)

TM

B. Trademark Registration No.(s)

1,881,082
1,531,648

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: 2

7. Total Fee (37 CFR 3.41) \$ 65.00

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)

09/23/1998 JSH/DAZZ 00000220 130206 1881082

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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 September 1, 1998
Name of Person Signing Signature Date

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

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

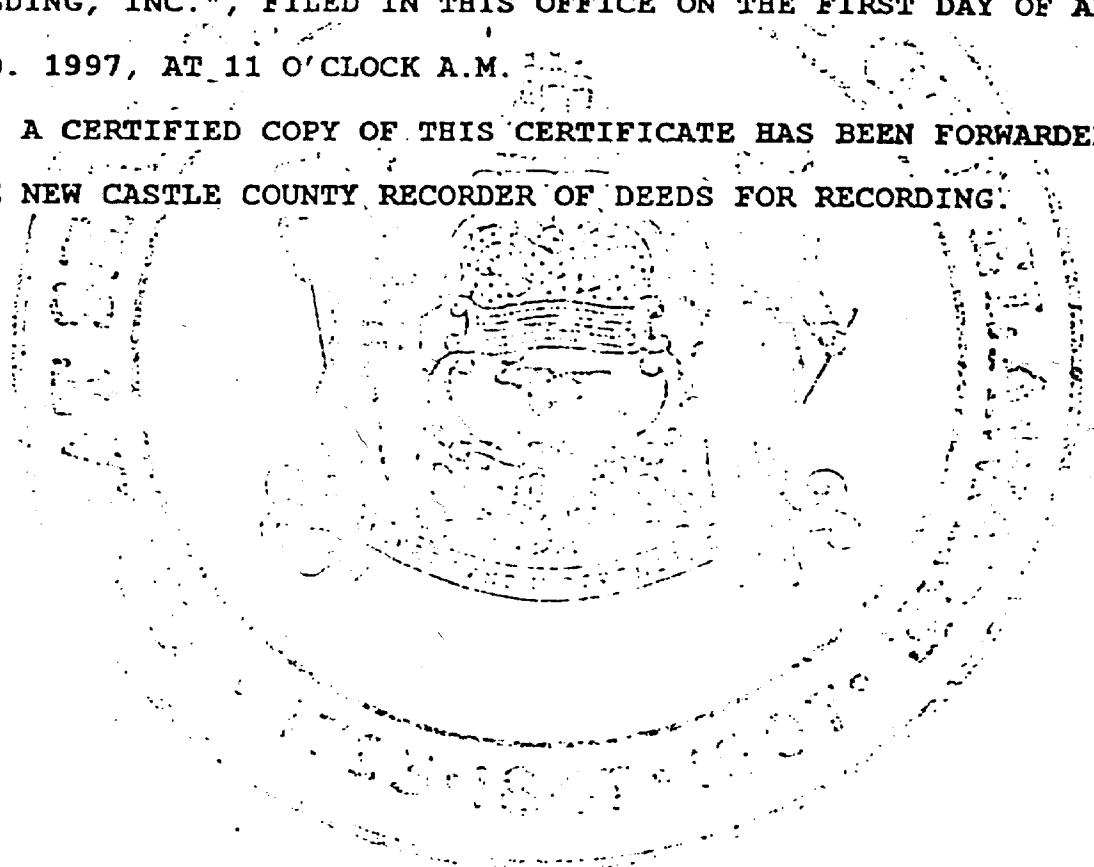
Assistant Commissioner for Trademarks
Box Assignments
Arlington, VA 22202

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 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

0359127 8100
971104781

AUTHENTICATION: 8399365
DATE: 04-01-97

TRADEMARK
REEL: 1793 FRAME: 0727

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."

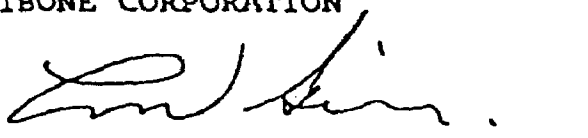
SECOND: That thereafter, pursuant to resolution of its Board of Directors, the officers of the Corporation obtained the written consent of the stockholders of the Corporation in accordance with Section 228 of the Delaware General Corporation Law.

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