

12-07-1998

Docket No. JW(140) T02

FORM PTO-1594

(Rev. 10-96)

OMB No. 0651-0011 (exp. 4/94)



100913778

TRADEMARKS ONLY

HEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

11-24-98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Winner International Royalty Corporation

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 28, 1998

2. Name and address of receiving party(ies):
 Name: Winner International Royalty LLC
 Internal Address: _____
 Street Address: 32 West State Street
 City Sharon State PA ZIP 16146

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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) See Appendix A
 B. Trademark registration No.(s) See Appendix B

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 81

7. Total fee(37 CFR 3.41):.....\$ 2,040.00
 Enclosed
 You are authorized to charge our deposit account for any additional fee required.

8. Deposit account number: 22-0347
 _____ A duplicate copy of this form is attached

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Robert V. Vickers
 Internal Address: _____
 Street Address: VICKERS, DANIELS & YOUNG
2000 TERMINAL TOWER
CLEVELAND, OHIO 44113-2235

~~12/04/1998 NGUYEN 00000109 76521910~~

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FT:482 2000.00 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.

ROBERT V. VICKERS [Signature] 11/20/98

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 1819 FRAME: 0450

APPENDIX A

SERIAL NO.	FILING DATE	DOCKET NO.
75/521,918	07/20/1998	JW-12144
75/533,124	08/10/1998	JW-12176
75/115,519	06/07/1996	JW-1230
75/103,509	05/13/1996	JW-1284
75/473,637	04/24/1998	JW-1336-1
75/168,400	09/19/1996	JW-1379
75/168,401	09/19/1996	JW-1381
75/248,560	02/27/1997	JW-1541 Cl. 9
75/248,571	02/27/1997	JW-1541 Cl. 6
75/248,885	02/27/1997	JW-1541 Cl. 12
75/253,244	03/07/1997	JW-1542
75/260,249	03/19/1997	JW-1602
75/315,305	06/26/1997	JW-1698
75/353,674	09/08/1997	JW-1727
75/352,228	09/05/1997	JW-1728
75/354,735	09/10/1997	JW-1729
75/403,729	12/11/1997	JW-1868
75/403,917	12/11/1997	JW-1869
75/457,742	03/27/1998	JW-1909
75/420,643	01/20/1998	JW-1929
75/438,713	02/23/1998	JW-1945
75/432,585	02/11/1998	JW-1948 Cl. 1
75/432,586	02/11/1998	JW-1948 Cl. 12
75/432,584	02/11/1998	JW-1948 Cl. 6

SERIAL NO.	FILING DATE	DOCKET NO.
75/432,576	02/11/1998	JW-1948 Cl. 9
75/432,333	02/11/1998	JW-1949
75/452,648	03/18/1998	JW-2015
75/482,063	05/08/1998	JW-2042
75/528,329	07/31/1998	JW-2159
75/533,126	08/10/1998	JW-2165
75/556,534	09/18/1998	JW-2216
75/568,908	10/13/1998	JW-2227
75/411,606	12/29/1997	JW-7402-2
74/541,822	06/24/1994	JW-9503
75/512,045	07/01/1998	JW-9504-1
74/605,588	11/21/1994	JW-9813

APPENDIX B

REG. NO.	REG. DATE	DOCKET NO.
2,067,875	06/03/1997	JW-1046
2,168,699	06/23/1998	JW-1094-1
2,051,573	04/08/1997	JW-1118
2,145,486	03/17/1998	JW-1300
2,135,075	02/03/1998	JW-1373
2,164,749	06/09/1998	JW-1466
2,130,455	01/20/1988	JW-1471 Cl. 1
2,123,907	12/23/1997	JW-1471 Cl. 12
2,161,593	06/02/1998	JW-1471 Cl. 9
2,196,576	10/13/1998	JW-1543
1,577,674	01/16/1990	JW-8059
1,513,695	11/22/1988	JW-9021
1,797,521	10/12/1993	JW-9073-1
1,829,175	04/05/1994	JW-9074
1,791,096	08/31/1993	JW-9106
1,822,127	02/15/1994	JW-9169
1,777,064	06/15/1993	JW-9244
1,780,833	07/06/1993	JW-9268
1,899,572	06/13/1995	JW-9285
1,872,404	01/10/1995	JW-9286
1,749,365	01/26/1993	JW-9287
1,935,505	11/14/1995	JW-9288 Cl. 1
1,834,565	05/03/1994	JW-9288 Cl. 12
2,113,031	11/11/1997	JW-9288 Cl. 6

REG. NO.	REG. DATE	DOCKET NO.
1,890,471	04/18/1995	JW-9311
1,790,293	08/31/1993	JW-9312
1,792,512	09/14/1993	JW-9320
1,861,384	11/01/1994	JW-9327
1,999,256	09/10/1996	JW-9328-2
1,984,376	07/02/1996	JW-9329
1,920,828	09/19/1995	JW-9407
2,006,763	10/08/1996	JW-9726
1,938,273	11/28/1995	JW-9734
1,991,487	08/06/1996	JW-9801
1,774,288	06/01/1993	JW-9803
1,992,697	08/13/1996	JW-9837-2
1,961,801	03/12/1996	JW-9839-1
1,960,120	03/05/1996	JW-9840-1
1,977,983	06/04/1996	JW-9841-2 Cl. 9
2,000,143	09/10/1996	JW-9841-2 Cl. 1
2,000,144	09/10/1996	JW-9841-2 Cl. 12
2,020,932	12/03/1996	JW-9841-2 Cl. 6
1,972,545	05/07/1996	JW-9884
1,972,542	05/07/1996	JW-9885
1,999,194	09/10/1996	JW-9886

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 MERGER, WHICH MERGES:

"WINNER INTERNATIONAL ROYALTY CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "WINNER INTERNATIONAL ROYALTY LLC" UNDER THE NAME OF "WINNER INTERNATIONAL ROYALTY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2949942 8100M

981425735

AUTHENTICATION: 9403564

DATE: 11-13-98

TRADEMARK
REEL: 1819 FRAME: 0455

**CERTIFICATE OF MERGER
OF
WINNER INTERNATIONAL ROYALTY CORPORATION
INTO
WINNER INTERNATIONAL ROYALTY LLC**

The undersigned limited liability company, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation and formation of the constituent corporation and limited liability company, respectively, are as follows:

Name	State of Incorporation/Formation
Winner International Royalty Corporation	Delaware
Winner International Royalty LLC	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Winner International Royalty Corporation in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and by Winner International Royalty LLC in accordance with the requirements of Section 18-209(b) of the Limited Liability Company Act of the State of Delaware.

THIRD: That the name of the survivor of the merger is Winner International Royalty LLC.

FOURTH: That the Certificate of Formation of Winner International Royalty LLC, a Delaware limited liability company, the survivor, shall be the Certificate of formation of the surviving corporation.

FIFTH: That the executed agreement and plan of merger is on file at the principal place of business of the survivor. The principal place of business of the survivor is 32 West State Street, Sharon, PA 16146.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the survivor, on request and without cost to any stockholder of Winner International Royalty Corporation or any member of Winner International Royalty LLC.

IN WITNESS WHEREOF, Winner International Royalty LLC has caused this Certificate of Merger to be signed by James E. Winner, Jr., its authorized officer, this 28th day of September, 1998.

WINNER INTERNATIONAL ROYALTY LLC


By: James E. Winner, Jr.
Title: President