

MRD 1-20-99

01-21-1999



COVER SHEET
ONLY

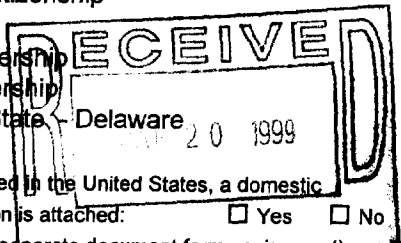
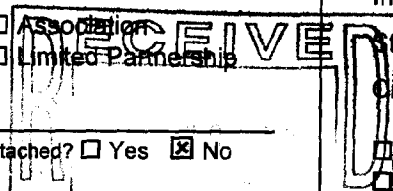
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissione.

100947258

Attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Nebraska Engineering Company</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State - Nebraska <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: TIC United Corp. Internal Address: Street Address: 4645 North Central Expressway City: Dallas State: Texas Zip: 75205</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document form assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: November 24, 1993</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s) 887,457 and 795,123 and 1,111,217</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Bruce W. McKee Internal Address: 01/21/1999 SIBURN 00000004 887457 01 FC:481 40.00 DP 02 FC:482 50.00 DP</p> <p>Street Address: 801 Grand Avenue, Suite 3200 City: Des Moines State: Iowa Zip: 50309</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41).....\$90.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>Charge any additional fees to Acct # 26-0084</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Bruce W. McKee  January 14, 1999
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 & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1841 FRAME: 0871

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF TIC UNITED CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING ATLAS FOUNDRY & MACHINE COMPANY AND TIC INVESTMENT CORP. AND TIC METALS, INC. CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, NEBRASKA ENGINEERING CO. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEBRASKA HUTCHINSON WIL-RICH MANUFACTURING COMPANY AND NEW SHELLCAST CORP. CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1993 AT 3:30 PM.

AND DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1993 FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4161511

DATE: 11/23/1993

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[4.B]

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ATLAS FOUNDRY & MACHINE COMPANY
HUTCHINSON WIL-RICH MANUFACTURING COMPANY
NEBRASKA ENGINEERING CO.
TIC METALS, INC.
TIC INVESTMENT CORP.
and
NEW SHELLCAST CORP.
INTO
TIC UNITED CORP.

(Pursuant to Sec. 253)

TIC United Corp., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of the common stock of Atlas Foundry & Machine Company, TIC Metals, Inc., and TIC Investment Corp. (Delaware corporations); Hutchinson Wil-Rich Manufacturing Company and New Shellcast Corp. (Texas corporations), and Nebraska Engineering Co. (a Nebraska corporation) (collectively, the "Subsidiaries"), such common stock being the only authorized class of the capital stock of the Subsidiaries.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 5th day of November, 1993, determined to merge into itself the Subsidiaries on the conditions set forth in such resolutions, effective as of 9 a.m., central standard time, on November 24th, 1993:

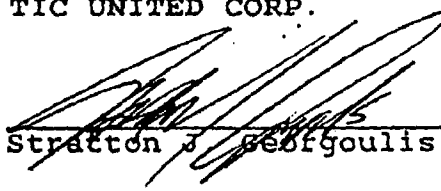
RESOLVED, that TIC United Corp. merge into itself its wholly-owned Subsidiaries and assume all of said Subsidiaries' liabilities and obligations, effective as of 9 a.m., central standard time, on November 24th, 1993; and

FURTHER RESOLVED, that the President, Vice President, and any other proper officers of TIC United Corp. be, and they hereby are, authorized, empowered and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Subsidiaries into TIC United Corp. and to assume said Subsidiaries' liabilities and obligations, and the date of adoption thereof, to file the same in the offices of the Secretary of State of the State of Delaware, the Secretary of State of the State of Nebraska, the Secretary of State of the State of Texas and the offices of any other appropriate officials; to prepare and file a Plan of Merger as required by the Nebraska Business Corporation Act; and to do all things necessary and helpful to carry out the purposes of the foregoing resolutions.


IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Stratton J. Georgoulis, its President, and Ed. S. Chapline, III, its Secretary, this 5th day of November, 1993.

TIC UNITED CORP.

By:


Stratton J. Georgoulis, President

By:


Ed. S. Chapline, III, Secretary

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RECORDED: 01/20/1999

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