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Commissioner of Patents &



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OVER SHEET
ONLY

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Additional copies of an original document.

1. Name of conveying party:
Wain-Roy, Inc.



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

01-11-1999
U.S. Patent & TMO/TM Mail Rcpt Dt. #34

2. Name and address of receiving party(ies):
Wain-Roy Holding, Inc.
6944 Newburg Road
Rockford, IL 61108

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

Additional name(s) attached? Yes No

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

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

Execution Date: **October 31, 1997**

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

A. Trademark Application No.(s):

B. Trademark No.(s): 1,892,945; 1,656,605; 1,200,163;
1,005,542; 684,757

Additional numbers attached? Yes No

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

Timothy A. French
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CFR 3.41): **\$140 E**
 Enclosed
 Authorized to charge deposit account

8. Deposit account number: **06-1050**
If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

(01/22/1999 DNGUYEN 00000274 1892945
01 FC:481 40.00 DP
02 FC:482 100.00 DP)

DO NOT USE THIS SPACE

Date of Deposit Jan. 6, 1999
I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Deuse M. Bronson

TRADEMARK

REEL: 1843 FRAME: 0905

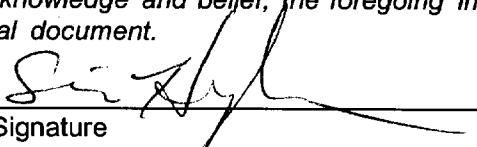
9 Statement and signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

Sean F. Heneghan

Name of Person Signing

Signature

Date



1/6/99

Total number of pages including cover sheet, attachments, and document: **4**

348123.B11

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Thomas J. Laird, ~~President~~ ~~Office President~~
and Steven Crider, ~~Secretary~~
of WAIN-ROY HOLDING, INC.
(Exact name of corporation)

organized under the laws of Delaware and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Wain-Roy, Inc.	Massachusetts	1968

RECEIVED

1007 3 1988

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

P.C.

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

NOW THEREFORE, BE IT RESOLVED that Wain-Roy be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Wain-Roy be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Wain-Roy in its name; and

RESOLVED that the Corporation shall assume all of the obligations of Wain-Roy; and

RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, the Commonwealth of Massachusetts and of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware, the Commonwealth of Massachusetts and any other appropriate jurisdiction; and

RESOLVED, that Thomas J. Laird and Steven Crider are hereby authorized to execute and deliver any and all instruments or documents necessary or desirable to be executed and delivered in order to effectuate the foregoing transaction, the approval of which shall be conclusively established by execution and delivery thereof.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 31st day of October, 19 97

Thomas J. Savard _____, ~~President~~ ~~President~~

Steven C. ... _____, Secretary ~~Secretary~~

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 19 _____.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Evelyn C. Arkebauer, Foley & Lardner

330 North Wabash Avenue, Suite 3300

Chicago, Illinois 60611

Telephone: (312) 755-1900

TRADEMARK
REEL: 1843 FRAME: 0910

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 OWNERSHIP, WHICH MERGES:

"WAIN-ROY, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "WAIN-ROY HOLDING, INC." UNDER THE NAME OF
"WAIN-ROY HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1997, AT 9
O'CLOCK A.M.

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



2154381 8100M

971369504

A handwritten signature in black ink that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8733249

DATE: 10-31-97

TRADEMARK
REEL: 1843 FRAME: 0911

CERTIFICATE OF OWNERSHIP AND MERGER
of
WAIN-ROY, INC.
(a Massachusetts corporation)
into
WAIN-ROY HOLDING, INC.
(a Delaware corporation)

IT IS HEREBY CERTIFIED that:

1. Wain-Roy Holding, Inc. (the "Corporation") is a business corporation in the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Wain-Roy, Inc. ("Wain-Roy"), which is a business corporation in the Commonwealth of Massachusetts.
3. On the date hereof, the Board of Directors of the Corporation adopted the following resolutions to merge Wain-Roy into the Corporation:

RESOLVED that Wain-Roy be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Wain-Roy be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Wain-Roy in its name; and

RESOLVED that the Corporation shall assume all of the obligations of Wain-Roy; and

RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, the Commonwealth of Massachusetts and of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware, the Commonwealth of Massachusetts and any other appropriate jurisdiction; and

RESOLVED, that Thomas J. Laird and Steven Crider are hereby authorized to execute and deliver any and all instruments or documents necessary or desirable to be executed and delivered in order to effectuate the foregoing transaction, the approval of which shall be conclusively established by execution and delivery thereof.

EXECUTED on October 31, 1997.

WAIN-ROY HOLDING, INC.

By Thomas J. Laird
Its President