

05-25-1999



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RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

TRADEMARKS ONLY

Office of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of the conveying party(ies):</p> <p>NAI Neway, Inc.</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">MRD 5-10-99</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: <u>Delaware</u> <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: Neway Anchorlok International, Inc.</p> <p>Internal Address:</p> <p>Street Address: 1950 Industrial Boulevard</p> <p>City: Muskegon State: MI Zip: 49423</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: <u>Delaware</u> <input type="checkbox"/> Other:</p> <p>Additional name(s) & address(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>December 31, 1997</u></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: <u>Delaware</u> <input type="checkbox"/> Other:</p> <p>Additional name(s) & address(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		
<p>4. Application number(s) or registration number(s):</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>A. Trademark Application No.(s)</p> <p style="font-size: 2em; font-weight: bold; text-align: center;">TM</p> </td> <td style="width: 50%; vertical-align: top;"> <p>B. Trademark Registration No.(s)</p> <p>704,885</p> </td> </tr> </table> <p style="text-align: right;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>		<p>A. Trademark Application No.(s)</p> <p style="font-size: 2em; font-weight: bold; text-align: center;">TM</p>	<p>B. Trademark Registration No.(s)</p> <p>704,885</p>
<p>A. Trademark Application No.(s)</p> <p style="font-size: 2em; font-weight: bold; text-align: center;">TM</p>	<p>B. Trademark Registration No.(s)</p> <p>704,885</p>		
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Joel E. Bair</p> <p>Internal Address: RADER, FISHMAN, GRAUER & MCGARRY</p> <p>Street Address: 171 Monroe Avenue, NW, Suite 600</p> <p>City: Grand Rapids, Michigan 49503</p>	<p>6. Total number of applications and registrations involved: 6</p> <p>7. Total fee (37 CFR 3.41):\$ <u>165.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>18-0013</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>		
<p>DO NOT USE THIS SPACE</p>			
<p>9. Statement and signature. <i>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.</i></p> <p>Joel E. Bair, Reg. No. 33,356 _____</p> <p style="text-align: center;"> Signature</p> <p style="text-align: right;">_____ May 6, 1999 Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments and document: <input type="text" value="6"/> Atty. Docket No. 70774-999</p>			

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01 FC:481 40.00 CH
02 FC:482 125.00 CH

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TRADEMARK REEL: 001900 FRAME: 0959

EXHIBIT A

<u>MARK</u>	<u>REGISTRATION NO.</u>
SMART NUTS	1,183,459
MISC. DESIGN	1,418,359
AIR BEAM and Design	1,621,097
GENUINE LIGHT	1,877,539
NEWAY GENUINE LIGHT TRAILER AIR-RIDE	2,020,112

0023548

Office of the Secretary of State

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:

"NAI NEWAY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NEWAY ANCHORLOK INTERNATIONAL, INC." UNDER THE NAME OF "NEWAY ANCHORLOK INTERNATIONAL, 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 DECEMBER, A.D. 1997, AT 10:01 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION: 8847644

DATE: 01-05-98

CERTIFICATE OF OWNERSHIP AND MERGER

OF

NAI NEWAY INC.

INTO

NEWAY ANCHORLOK INTERNATIONAL, INC.

PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

Neway Anchorlok International, Inc. (the "Company") hereby certifies the following information relating to the merger of NAI Neway Inc. ("NAI Neway") with and into the Company (the "Merger").

1. The name and state of incorporation of each of the constituent corporations in the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
NAI Neway Inc.	Delaware
Neway Anchorlok International, Inc.	Delaware

2. This Certificate of Ownership and Merger, dated as of December 31, 1997, of the Company and NAI Neway, has been approved, adopted, certified, executed and acknowledged by the Company, in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware. A copy of the resolutions of the board of directors of the Company is attached hereto as Exhibit A.

3. The corporation surviving the Merger is Neway Anchorlok International, Inc., which will continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
NEWAY ANCHORLOK
INTERNATIONAL, INC.

The undersigned, being all of the directors of Neway Anchorlok International, Inc., a Delaware corporation (the "Corporation"), do hereby consent, pursuant to Section 141(f) of the Delaware General Corporation Law, to the adoption of the following resolutions and the taking of the following actions without a meeting of the Board of Directors:

RESOLVED, that after due and careful consideration, the Board of Directors of the Corporation hereby determines to be in the best interests of the Corporation and authorizes (i) the merger of NAI Neway, Inc., a wholly-owned subsidiary of the Corporation, with and into the Corporation with the Corporation as the surviving corporation (the "NAI Neway Merger") and (ii) the merger of NAI Anchorlok, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation with and into the Corporation with the Corporation as the surviving corporation (the "NAI Anchorlok Merger"), and the NAI Neway Merger and the NAI Anchorlok Merger are hereby authorized, adopted and approved in all respects;

FURTHER RESOLVED, that any officer of the Corporation be, and each of them hereby severally is, authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, the Certificates of Merger related to each of the NAI Neway Merger and the NAI Anchorlok Merger (the "Certificates of Merger"), substantially in the form heretofore approved, and all other agreements contemplated thereby, any amendments thereto, with such changes therein and additions thereto as the officer executing the same considers necessary, advisable or appropriate, such necessity, advisability or appropriateness to be conclusively evidenced by such officer's execution and delivery thereof;


FURTHER RESOLVED, that each of the officers of the Corporation be, and each of them severally is, authorized, in the name and on behalf of the Corporation, to take all such other actions, including executing and delivering such other agreements, documents, certificates, instruments and filings, as may be necessary or appropriate (such necessity or appropriateness to be conclusively evidenced by the execution and delivery thereof) to effectuate or

carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that all actions and deeds heretofore taken by any officer of this Corporation in connection with the transactions contemplated by these resolutions are hereby approved, ratified and confirmed in all respects.

This written consent may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned directors have executed this unanimous consent as of December 31, 1997.



Jack P. Smith



James H. Greene, Jr.

Henry R. Kravis

Alexander Navab



George R. Roberts

Michael T. Tokarz