



08-24-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10

08-31-1999



101130862

Department of Commerce and Trademark Office

by thereof.

(s)

1. Name of conveying party(ies)

Liberty Technologies, Inc.

*MRO
8-24-99*

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

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

Crane Nuclear, Inc.

Internal Address:

Street Address: 555 North Lane

City: Conshohocken State: PA ZIP: 19428-2208

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

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

Execution Date: December 31, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,078,400

Additional numbers attached: Yes No

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

Name: Anna L. Musacchio, Esq.

Internal Address: c/o Pitney, Hardin, Kipp & Szuch

Street Address: P.O.Box 1945

City: Morristown State: NJ ZIP: 07962-1945

6. Total number of applications and registrations involved:.....1

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

VOE

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account.)

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.

Anna L. Musacchio

Name of Person Signing

Anna L. Musacchio

Signature

8/24/99

Date

Total number of pages including cover sheet, attachments, and document: 10

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

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

08/30/1999 MTHA11 00000312 2078400

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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:

"LIBERTY TECHNOLOGIES, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "CRANE NUCLEAR, INC." UNDER THE NAME OF "CRANE NUCLEAR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2517736 8100M
981505574

AUTHENTICATION: 9493924
DATE: 12-29-98

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
LIBERTY TECHNOLOGIES, INC.
(a Pennsylvania corporation)
INTO
CRANE NUCLEAR, INC.
(a Delaware corporation)**

Pursuant to Section 253 of the Delaware General Corporation Law, Crane Nuclear, Inc., a Delaware corporation (the "Company"), hereby certifies as follows:

1. The Company is a corporation of the State of Delaware and is the owner of all of the issued and outstanding capital stock of Liberty Technologies, Inc., a Pennsylvania corporation ("Liberty").
2. The Company hereby merges Liberty with and into itself, with the Company continuing as the Surviving Corporation.
3. The following resolutions of the board of directors of the Company authorizing the merger of Liberty with and into the Company were adopted by the Company on December 21, 1998:

RESOLVED, that the merger of Liberty Technologies, Inc. with and into Crane Nuclear, Inc., pursuant to the terms of the Plan of Merger attached hereto, whereupon the separate existence of Liberty Technologies, Inc. shall cease and the existence of Crane Nuclear, Inc. shall continue under Delaware law, with Crane Nuclear, Inc. assuming all of the obligations and liabilities of Liberty Technologies, Inc., is hereby approved, and that the Plan of Merger is hereby adopted and approved.

RESOLVED, that any officer of Crane Nuclear, Inc. is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Liberty Technologies, Inc. into Crane Nuclear, Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware, necessary or proper to effect this merger.

RESOLVED, that any officer of Crane Nuclear, Inc. is hereby authorized and directed to make and execute Articles of Merger in accordance with the laws of Pennsylvania, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the Commonwealth of Pennsylvania, necessary or proper to effect this merger.

4. Each issued and outstanding share, and each share held in the treasury, of capital stock of Liberty shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled without any conversion or issuance of any shares of capital stock of the Company with respect thereto. No shares of the Company shall be issued or exchanged and no consideration shall be given for shares of Liberty, and each then issued and outstanding share, and each share

then held in the treasury, of capital stock of the Company shall, by virtue of the merger and without any action on the part of the holder thereof, continue as one share of capital stock of the surviving corporation having the same designations, preferences, limitations and rights as such shares of capital stock of the Company immediately prior to the merger.

5. As permitted by Section 103 of the Delaware General Corporation Law, this Certificate of Ownership of Merger shall become effective at 11:59 p.m., Eastern time, on December 31, 1998.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed as of this 21st day of December, 1998.

CRANE NUCLEAR, INC.

By: 

Augustus I. duPont
Vice President

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
CRANE NUCLEAR, INC.**

As of December 21, 1998

The undersigned, being all of the directors of Crane Nuclear, Inc., a Delaware corporation (the "Company"), do hereby adopt the following resolutions and take the following actions as if the same were duly adopted and taken at a meeting of the Board of Directors of the Company duly called and convened for such purposes as of December 21, 1998, with a full quorum present and acting throughout, viz:

Merger of Liberty Technologies, Inc.

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Liberty Technologies, Inc., a Pennsylvania corporation; and

WHEREAS, the Company desires to merge Liberty Technologies, Inc. with and into the Company.

NOW, THEREFORE, BE IT

RESOLVED, that the merger of Liberty Technologies, Inc. with and into Crane Nuclear, Inc., pursuant to the terms of the Plan of Merger attached hereto, whereupon the separate existence of Liberty Technologies, Inc. shall cease and the existence of Crane Nuclear, Inc. shall continue under Delaware law, with Crane Nuclear, Inc. assuming all of the obligations and liabilities on the Balance Sheet of Liberty Technologies, Inc., is hereby approved, and that the Plan of Merger is hereby adopted and approved.

RESOLVED, that any officer of Crane Nuclear, Inc. is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Liberty Technologies, Inc. into Crane Nuclear, Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware, necessary or proper to effect this merger.

RESOLVED, that any officer of Crane Nuclear, Inc. is hereby authorized and directed to make and execute Articles of Merger in accordance with the laws of Pennsylvania, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the Commonwealth of Pennsylvania, necessary or proper to effect this merger.

Counterpart Signatures

RESOLVED, that this Unanimous Written Consent may be executed in counterparts, each of which shall constitute an original, but all of which, taken together, shall constitute one and the same instrument.

WITNESS the due execution hereof as of the date first above written.

R.S. Evans

L. Hill Clark


Paul G. Baldetti

P. G. Baldetti

Counterpart Signatures

RESOLVED, that this Unanimous Written Consent may be executed in counterparts, each of which shall constitute an original, but all of which, taken together, shall constitute one and the same instrument.

WITNESS the due execution hereof as of the date first above written.



R.S. Evans

L. Hill Clark

P. G. Baldetti

Counterpart Signatures

RESOLVED, that this Unanimous Written Consent may be executed in counterparts, each of which shall constitute an original, but all of which, taken together, shall constitute one and the same instrument.

WITNESS the due execution hereof as of the date first above written.



R.S. Evans



L. Hill Clark

P. G. Baldetti

Entity Number _____

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Crane Nuclear, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Delaware and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) Corporation Service Company _____
Name of Commercial Registered Office Provider Dauphin County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation

County of Venue

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective at 11:59 p.m., Eastern time, on December 31, 1998.

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
Liberty Technologies, Inc.	Adopted by Unanimous Written Consent of the Board of Directors of Crane Nuclear, Inc., the sole shareholder of Liberty Technologies, Inc., dated December __, 1998, as provided in Section 1924(b)(3) of the Pennsylvania Business Corporation Law of 1988

6. The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

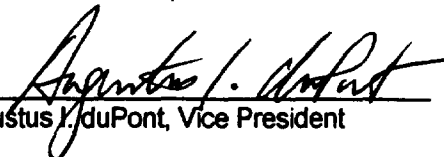
The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip
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IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this ____ day of December, 1998.

CRANE NUCLEAR, INC.

By: 
Augustus J. duPont, Vice President



08-24-1999

U.S. Patent & TMOfc/TM Mail RcptDt. #10

PITNEY, HARDIN, KIPP & SZUCH

(MAIL TO)
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ANNA L. MUSACCHIO

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FLORHAM PARK, NEW JERSEY 07932-0950

(973) 966-6300

FACSIMILE (973) 966-1550

August 24, 1999

Via Express Mail

Commissioner of Patents & Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-3513

Re: Recordation of Certificate of Merger

To the Commissioner of Patents and Trademarks:

We enclose herein for filing a Certificate of Merger of Liberty Technologies, Inc. into Crane Nuclear, Inc. to record the change of ownership of Trademark Registration No. 2,078,400.

Enclosed is the required cover sheet and a check in the amount of \$40.00 payable to the Commissioner of Patents and Trademarks to cover the necessary filing fee.

Assuming all requirements have been met, please date-stamp the postage paid card provided and return same to me at the address shown on the front of the card.

Should there be any questions concerning any of the above, please call me at 973-966-8035.

Very truly yours,

ANNA L. MUSACCHIO

ALM/dma

cc: V. Benton Bailey, Esq. (w/o encl.)
Henry Nelson Massey, Esq. (w/o encl.)