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FORM PTO-1594 (MOD)
1/31/92

03-06-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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and the attached original documents or copies

To the Honorable Commissioner of
thereof.

1. Name of conveying party(ies):

Woods Wire Products, Inc.
(an Indiana Corporation)

- Individual Association
- General Partnership Limited Partnership
- Corporation-State
- 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: November 15, 1994

2. Name and address of receiving party(ies):

WOODS INDUSTRIES, INC.
510 Third Avenue, S.W.
Carmel, Indiana 46032

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

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) & addresses attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,796,902

Additional numbers attached? Yes No

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

Lawrence M. Jarvis
McAndrews, Held & Malloy, Ltd.
500 West Madison Street
34th Floor
Chicago, Illinois 60661

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charge to deposit account

8. Deposit account number: 13-0017

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

03/03/2000 JSMBQZZ 00000120 1796902

FC7481 40.00 CP

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.

Signature and Registration Number: [Signature] - 27,341 Date: 1/25/00

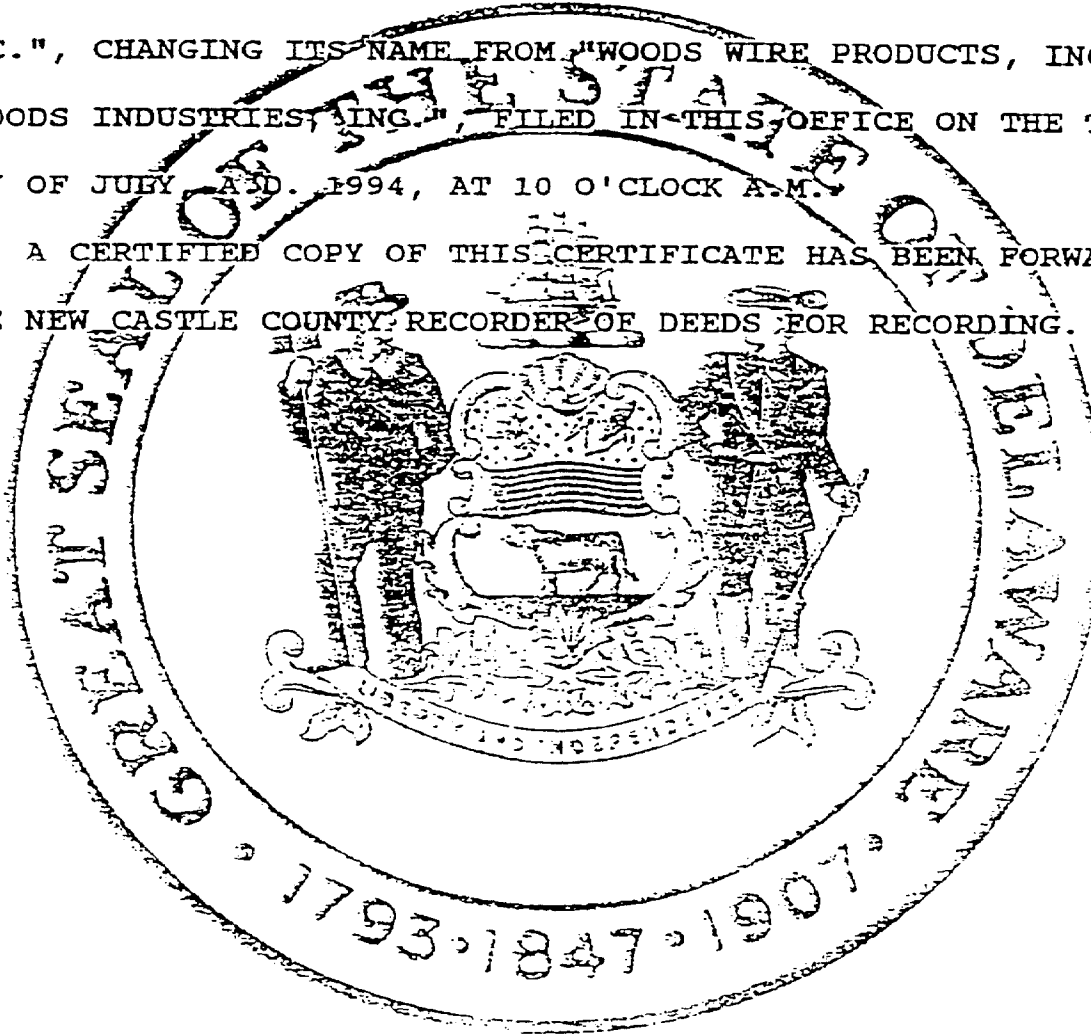
Name of Person Signing: Lawrence M. Jarvis

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

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 AMENDMENT OF "WOODS WIRE PRODUCTS, INC.", CHANGING ITS NAME FROM "WOODS WIRE PRODUCTS, INC." TO "WOODS INDUSTRIES, INC." FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 1994, AT 10 O'CLOCK A.M.

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



REEL 1275 FRAME 380

TRADEMARK

Edward J. Freel

SECRETARY OF STATE

AUTHENTICATION: 7178124

DATE: 07-13-94

TRADEMARK

REEL: 002037 FRAME: 0383



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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Woods Wire Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES CERTIFY THAT:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the Board, adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and submitting the proposed amendment to the sole stockholder of said corporation for adoption or rejection. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of Woods Wire Products, Inc., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"ARTICLE I

The name of the Corporation shall be Woods Industries, inc."

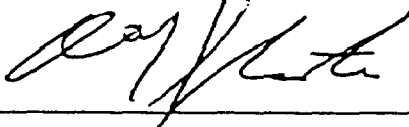
SECOND: That thereafter in lieu of a meeting and vote of stockholders, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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TRADEMARK

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, Woods Wire Products, Inc. has caused this Certificate to be signed by Alfred M. Stauder, its President and attested by Patricia E. Dennison, its Secretary this 13th day of June, 1994.

WOODS WIRE PRODUCTS, INC.

By: 

Alfred M. Stauder, President

ATTEST:

By: 
Patricia E. Dennison, Secretary

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RECORDED
DEPARTMENT OF REVENUE OFFICE

DEC 19 94

December 8, 1994

Commissioner of Patents and Trademarks
Box Assignment
Washington, DC 20231

To Whom It May Concern:

This letter serves to attest and verify that on March 6, 1993 Woods Wire Products, Inc., organized and existing under and by virtue of the General Corporation Law of the State of Delaware purchased the majority of the assets of Woods Wire Products, Inc., (an Indiana Corporation) including the following trademark registrations and trademark applications:

APPLICATIONS

<u>Application No.</u>	<u>Trademark</u>	<u>Filing Date</u>
74/263,131	DECKMATES	4/6/92
74/349,459	WORK MASTER	1/19/93
74/356,153	PEAK PERFORMANCE	2/5/93

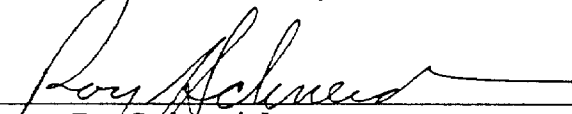
ISSUED REGISTRATIONS

<u>Registration No.</u>	<u>Trademark</u>	<u>Reg. Date</u>
1,796,902	YELLOW JACKET	10/25/93
1,764,159	SPINFREE	4/13/93
1,163,522	WOODS WIRE & Design	8/4/81
1,603,454	WOODS and Design	6/26/90
1,626,720	TRADESMAN	12/11/90
1,673,065	PDNA	1/21/92

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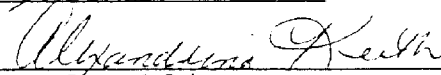
Furthermore, on June 13, 1994 Woods Wire Products, Inc. (a Delaware Corporation) changed its name to Woods Industries, Inc. (a Delaware Corporation). The certificate attesting to this change of name is attached herewith.

WOODS INDUSTRIES, INC.



Roy J. Schneider
Senior Vice President
Research and Development

SIGNED and SEALED this 9th day
of DECEMBER, 1994.



Notary of Public

ALEXANDRINA KEITH
NOTARY PUBLIC STATE OF INDIANA
MARION COUNTY
MY COMMISSION EXP. FEB. 27, 1998