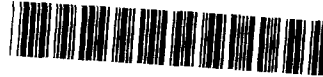


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): Douglas Dynamics, Inc.
State of Wisconsin Corporation

2. Name and address of receiving party(ies):
Name: D D Merger Corporation
Address: 7777 North 73rd Street
City: Milwaukee State: WI Zip: 53223

3. Nature of Conveyance: Certificate of Ownership and Merger
Execution Date: June 27, 1995
med 9/29/00

Type of Company: A Corporation
Corporation-State: Delaware
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) & address(es) attached? Yes No

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s) 899,620

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Joseph A. Gemignani
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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.
Joseph A. Gemignani
Name of Person Signing
Joseph A. Gemignani
Signature
September 29, 2000
Date
Total number of pages including cover sheet, attachments, and document: 3

United States Postal Service Express Mail Mailing Label No. EL716053107US

cc: Docketing

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DOUGLAS DYNAMICS, INC.

INTO

D D MERGER CORP.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Douglas Dynamics, Inc., a corporation organized and existing under the laws of the State of Wisconsin DOES HEREBY CERTIFY:

FIRST: That this corporation was organized pursuant to the provisions of the Wisconsin Business Corporation Law on June 13, 1977.

SECOND: That this corporation owns 100% of the capital stock of D D Merger Corp., a corporation incorporated June 26, 1995, pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent on the 27th day of June, 1995 determined to merge itself into said D D Merger Corp., and did adopt the following resolutions:

RESOLVED, that this corporation shall merge itself into its wholly-owned subsidiary, D D Merger Corp., which corporation shall assume all of the obligations of this corporation;

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

- (a) Upon completion of the merger, the shareholders of this corporation shall receive an equivalent number of shares

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of stock of D D Merger Corp. and shall have no further claims of any kind or nature against this corporation; and

- (b) All of the shares of stock of this corporation held by the shareholders shall be surrendered and canceled.

FURTHER RESOLVED, that this resolution to merge be submitted to the shareholders of this corporation, and in the event that the shareholders of this corporation vote in favor of this resolution, that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the shareholders of Douglas Dynamics, Inc., on June 27, 1995 by unanimous written consent.

IN WITNESS WHEREOF, said Douglas Dynamics, Inc. has caused this Certificate to be signed by John B. Corey, its Vice President and attested by Gary R. Hildreth, its Secretary, this 27th day of June, 1995.


John B. Corey, Vice President

ATTEST:


Gary R. Hildreth, Secretary