

10-19-2000

RECORDATION
TRADE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101491566

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): D D Merger Corp.
State of Delaware Corporation

SEP 29

2. Name and address of receiving party(ies):
Name: Douglas Dynamics, L.L.C.
Address: 7777 North 73rd Street
City: Milwaukee State: WI Zip: 53223
Type of Company: A Limited Liability Company
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

3. Nature of Conveyance: Certificate of Merger

Execution Date: June 27, 1995

4. A. Trademark Application No.(s)

MRD 10-29-00
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

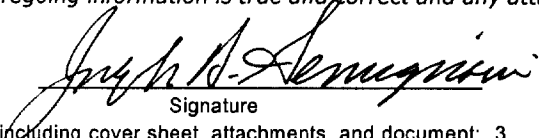
8. Deposit account number: 13-3080

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


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. EL716053098US

cc: Docketing

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REEL: 002157 FRAME: 0121

CERTIFICATE OF MERGER

OF

D D MERGER CORP.

INTO

DOUGLAS DYNAMICS, L.L.C.

The undersigned, Douglas Dynamics, L.L.C., a Delaware limited liability company and the surviving entity in this merger (the "Surviving Entity") hereby certifies as follows:

1. This Certificate of Merger is filed for purposes of merging D D Merger Corp., a Delaware corporation (the "Nonsurviving Entity") into the Surviving Entity.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Nonsurviving Entity and the Surviving Entity, pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Code, respectively.

3. The name of the Surviving Entity shall remain Douglas Dynamics, L.L.C.

4. The Agreement of Merger is on file at the principal place of business of the Surviving Entity, which is as follows:

Douglas Dynamics, L.L.C.
7777 North 73rd Street
Milwaukee WI 53223

5. A copy of the Agreement of Merger will be furnished by the Surviving Entity on request and without cost to any member of.

the Surviving Entity or to any person holding an interest in the Nonsurviving Entity.

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be executed on its behalf by its duly authorized members this 27th day of June, 1995.

DOUGLAS DYNAMICS, L.L.C.

By: ARMCO INC., Member

By: *[Signature]*

By: AJV INVESTMENTS CORP., Member

By: *[Signature]*