

D



12-14-2000

1



101549864

Form PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Patent & Trademark Office

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

MAD
11-21-00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assign.
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

12/11/2000 DEBYRNE 00000131 1211329

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

TRADEMARK
REEL: 002195 FRAME: 0067

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Gabrielle S. Roth
Name of Person Signing

Gabrielle S. Roth
Signature

11/21/2000
Date Signed

The Commonwealth of Massachusetts

081

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

We, Paul W. Jones, "President" ~~XXXXXXXXXX~~

and Gary L. Weller, "Clerk" ~~XXXXXXXXXX~~

of Rule Cutting Tools, Inc. 8/7/89
(Exact name of corporation)

organized under the laws of the Commonwealth of Massachusetts and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
<u>Rule Manufacturing, Inc.</u> 0113211933	<u>Massachusetts</u>	<u>November 9, 1993</u> W/C

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

~~Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.~~

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such ~~state in connection with this merger has been duly taken.~~

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

in written consent
of the majority of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B,
Section 22, Subsection (a) was duly adopted:

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of
Auto Manufacturing, Inc., a Massachusetts corporation (the "Subsidiary");

WHEREAS, the Corporation desires to merge the Subsidiary with and into itself;
now therefore, be it

RESOLVED, that the merger (the "Merger") of the Subsidiary with and into the
Corporation, which shall be effective on the date of the filing of the Articles
of Merger with the Secretary of State of the Commonwealth of Massachusetts, be,
and it hereby is, authorized, approved and adopted in all respects.

RESOLVED, the President or any Vice President and the Clerk or any Assistant Clerk
of the Corporation be, and they hereby are, authorized and directed to execute on
behalf of the Corporation the Articles of Merger and to submit the same to the
Secretary of State of the Commonwealth of Massachusetts.

RESOLVED, that the officers of the Corporation be, and each of them hereby is,
authorized in the name and on behalf of the Corporation, to execute and deliver
any collateral or related agreements and documents, and to take any and all actions
deemed necessary or desirable to effect the Merger; and the execution and delivery
of any such related agreements or documents and the taking of any such action to
be conclusive evidence that the same shall be, and hereby are, authorized, approved
and adopted in all respects.


*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 2A, 2B, etc.
Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing.

~~Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.~~

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 146B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 20th day of June, 19 97


_____, *President ~~XXXXXXXXXXXX~~

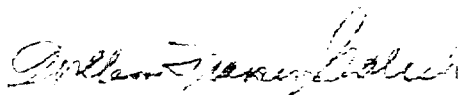

_____, *Clerk ~~XXXXXXXXXXXX~~

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*


ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250.00 having been paid, said articles are deemed to have been filed with me this 2nd day of JULY 19 97

Effective date _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 7/21/97 CLERK ml

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Steven M. Weinstein, Esq.

Dickstein Shapiro Morin & Oshinsky LLP

2101 L Street, NW, Washington, DC 20037

Telephone 202-828-1244 _____



11-21-2000

U.S. Patent & TMOfo/TM Mail Ropt. Dt. #40

November 21, 2000

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513
Box: ASSIGNMENTS/FEE

Re: Recordation of Merger of Rule Manufacturing, Inc. into
Rule Cutting Tools, Inc.
CHALLENGER; Reg. No. 1,211,329; Our Ref.: G8310.0013/T128
DISSTON; Reg. No. 1,389,695; Our Ref.: G8310.0013/T132-A

Dear Madam:

Attached hereto for filing are the following:

1. Recordation Form Cover Sheet;
2. Articles of Merger of Rule Manufacturing, Inc. into Rule Cutting Tools, Inc.; and
3. A check in the amount of \$65.00.

The Commissioner is hereby authorized to charge any fees which may be required to Deposit Account No. 04-1073. A duplicate copy of this letter is enclosed.

Very truly yours,

Gabrielle S. Roth

GSR/lrk
Enclosures