

01-29-2001

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To the Honorable Commissioner of Patents and Trademarks. Please return the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Oneida Rostone Corp.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of New York  <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached?  <input type="checkbox"/> yes    <input checked="" type="checkbox"/> no</p> <p style="text-align: center; font-size: 2em;">1-19-01</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Reunion Industries, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address:  <u>300 Weyman Plaza, Suite 340</u>  City <u>Pittsburgh</u>  State <u>PA</u>      Zip: <u>15236</u></p>
<p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 16, 2000</u></p>	<p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u></p> <p style="text-align: right;">01-19-2001 U.S. Patent &amp; TMO/TM Mail Rcpt Dt. #34</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> yes    <input checked="" type="checkbox"/> no</p>

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

A. Trademark Application No(s).	B. Trademark Registration No(s).
	375,851 Rosite 880,690 Rosite 1,768,909 R. Rostone 1,152,928 ROSITE

Additional numbers attached?  Yes     No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p style="text-align: center;">June E. Rickey, Esq.  Calfee, Halter &amp; Griswold LLP  800 Superior Avenue - Suite 1400  Cleveland, Ohio 44114-2688</p> <hr/> <p>CERTIFICATE OF MAILING  Date: <u>01/17/01</u></p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.</p> <p><u>Reba Zrep</u>  (Typed or Printed Name)</p> <p><u>June Rickey</u>  (Signature)</p>	<p>6. Total number of applications and registrations involved: <u>4</u></p> <hr/> <p>7. Total fee (37 CFR 3.41): <u>\$115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input checked="" type="checkbox"/> Total Fee Due  <input checked="" type="checkbox"/> Any deficiencies in the enclosed fees.</p> <hr/> <p>8. Deposit account number: <u>03-0172</u>  <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> <p style="text-align: right; font-size: 2em;">115E</p>
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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.

June E. Rickey  
Name of Person Signing      June Rickey  
Signature

1-17-01  
Date

Total number of pages comprising transmittal: 1

01/29/2001 6TOM11 00000029 375851

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

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State of Delaware

PAGE 1

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:

"ONEIDA ROSTONE CORP.", A NEW YORK CORPORATION, WITH AND INTO "REUNION INDUSTRIES, INC." UNDER THE NAME OF "REUNION INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2000, AT 4:38 O'CLOCK P.M.

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

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AUTHENTICATION: 0320563

DATE: 03-16-00

FROM RICHARDS, LAYTON & FINGER #8

FROM RICHARDS, LAYTON & FINGER #10

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(THU) 3.16'00 15:50/ST. 15:50/NO. 4862473018 P 3  
STATE OF DELAWARE  
DIVISION OF CORPORATIONS  
FILED 04:38 PM 03/16/2000  
001124287 - 2558907

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**Onsida Rostone Corp.**

**(a New York corporation)**

**into**

**Reunion Industries, Inc.**

**(a Delaware corporation)**

**It is hereby certified that:**

1. Reunion Industries, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Onsida Rostone Corp. ("ORC"), which is a business corporation of the State of New York.
3. The laws of the jurisdiction of organization of ORC permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges ORC into the Corporation ("ORC Merger").
5. The following is a copy of the resolutions adopted on March 16, 2000 by the Board of Directors of the Corporation to merge the said ORC into the Corporation:

**BE IT RESOLVED**, that the Plan of Merger substantially in the form attached hereto as **Exhibit A** setting forth the terms and conditions of the ORC Merger be, and it is, approved and adopted; and

**RESOLVED FURTHER**, that ORC be merged into this Corporation pursuant to the terms and conditions set forth in the Plan of Merger, and that all of the estate, property, rights, privileges, powers, and franchises of ORC be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by ORC in its name; and

**RESOLVED FURTHER**, that this Corporation assume all of the obligations of ORC; and

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RESOLVED FURTHER, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of the State of New York and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of ORC and of this Corporation and in any other appropriate jurisdiction.

RESOLVED FURTHER, that the proper officers of each corporation be and each of them hereby is authorized to execute as necessary, in the name and on behalf of each corporation, the Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware and the Certificate of Merger with the Secretary of State of New York (collectively the "Merger Certificates"), with such changes as the officer(s) executing the Merger Certificates shall approve, their due execution of the Merger Certificates to be conclusive evidence of their approval of such changes;

RESOLVED FURTHER, that the proper officers of each corporation be and each of them hereby is authorized to execute and deliver such other documents and take such other action that may be necessary, convenient or appropriate to consummate the ORC Merger and to fully carry out the purposes and intent of the foregoing resolutions.

Executed on March 16, 2000

BOULANION INDUSTRIES, INC.

BY: *Richard L. Evans*  
NAME: *Richard L. Evans*  
TITLE: *Executive Vice President*

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FROM RICHARDS, LAYTON & FINGER #10

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Exhibit A

**PLAN OF MERGER  
OF ONEIDA BOSTONE CORPORATION  
INTO REUNION INDUSTRIES, INC.**

1. Reunion Industries, Inc., which is a business corporation incorporated under the laws of the State of Delaware and is the owner of all of the outstanding shares of Oneida Boston Corporation, which is a business corporation incorporated under the laws of the State of New York, hereby merges Oneida Boston Corporation into Reunion Industries, Inc. pursuant to the provisions of the Business Corporation Law of the State of New York and to the provisions of the General Corporation Law of the State of Delaware.

2. The number of outstanding shares of Oneida Boston Corporation is 601 shares of common stock and 80,000 shares of preferred stock, all of which are owned by Reunion Industries, Inc.

3. The separate existence of Oneida Boston Corporation shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the State of New York; and Reunion Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The issued shares of Oneida Boston Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Reunion Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be as become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.