

02-06-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Atty. Dkt. No. 26340/04003



1

To the Honorable Commissioner of Pa

101606097

and attached original documents or copy thereof.

1-19-01

1. Name of conveying party(ies):
Stanwich Acquisition Corp.

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

Additional names of conveying party(ies) attached?
 yes no

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

Name: Reunion Industries, Inc.

Internal Address: _____

Street Address: _____
300 Weyman Plaza, Suite 340
City Pittsburgh
State PA Zip: 15236

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

Additional name(s) & address(es) attached? yes no



01-19-2001

U.S. Patent & TMOs/TM Mail Rcpt Dt. #39

3. Nature of Conveyance

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 16, 2000

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

A. Trademark Application No(s). _____

B. Trademark Registration No(s).
0728306 "King-Way"
1,277,890 "CAPS"

Additional numbers attached? Yes No

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

June E. Rickey, Esq.
Calfee, Halter & Griswold LLP
800 Superior Avenue - Suite 1400
Cleveland, Ohio 44114-2688

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00

Enclosed
 Authorized to be charged to deposit account
 Total Fee Due
 Any deficiencies in the enclosed fees.

CERTIFICATE OF MAILING

Date: 01/17/01

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.

Deba Zver
(Typed or Printed Name)
Deba Zver
(Signature)

8. Deposit account number: 03-0172

The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.

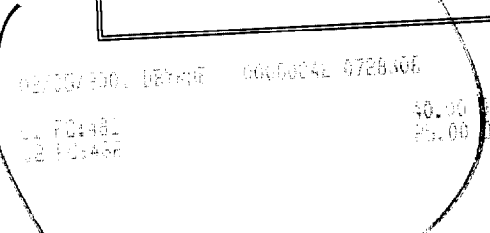
(Attach duplicate copy of this page if paying by deposit account)

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
Signature Date 1-17-01

Name of Person Signing Total number of pages comprising transmittal: 1



TRADEMARK
REEL: 002229 FRAME: 0832

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3.16'00 17:19/ST. 17:16/NO. 4862473018 P 10

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"STANWICH ACQUISITION CORP.", A DELAWARE 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 4:40 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

2558997 8100M

001126294

AUTHENTICATION: 0320597

DATE: 03-16-00

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3. 16' 00 17:19/ST. 17:16/NO. 4862473018 P 11

FROM RICHARDS, LAYTON & FINGER #10

(THU) 3. 16' 00 15:52/ST. 15:47/NO. 4861878786 P 11

CERTIFICATE OF MERGER

OF

STANWICH ACQUISITION CORP.

(a Delaware corporation)

INTO

REUNION INDUSTRIES, INC

(a Delaware corporation)

Reunion Industries, Inc., a corporation organized and existing under the law of the State of Delaware, does hereby certify:

1. The constituent entities participating in the merger herein certified are:
 - (i) Stanwich Acquisition Corp. d/b/a Kingsway Material Handling Company, which is incorporated under the laws of the State of Delaware;
 - (ii) Reunion Industries, Inc., which is incorporated under the laws of the State of Delaware.
2. A Merger Agreement has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of requirements of section 251 of the General Corporation Law of Delaware.
3. The name of the surviving corporation in the merger herein certified is Reunion Industries, Inc., which will continue its existence as said corporation under present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of Delaware.
4. That the Certificate of Incorporation of Reunion Industries, Inc. shall be the Certificate of Incorporation of the surviving corporation.

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:40 PM 03/16/2000
 00126294 - 2558997

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3.16'00 17:20/ST. 17:16/NO. 4862473018 P 12

FROM RICHARDS, LAYTON & FINGER #10

(THU) 3.16'00 15:52/ST. 15:47/NO. 4861878786 P 12

5. The executed Merger Agreement between the aforesaid constituent entities is on file at the principal place of business of the aforesaid corporation, the address of which is as follows:

Reunion Industries, Inc.
100 Weyman Plaza
Suite 140
Pittsburgh, PA 15236

6. A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder, as applicable, of each of the aforesaid constituent entities.

Executed this 11th day of March, 2000.

REUNION INDUSTRIES, INC.

By: Richard L. Evans
Name: Richard L. Evans
Title: Executive Vice President

STANWICH ACQUISITION CORP.

By: Richard L. Evans
Name: Richard L. Evans
Title: Treasurer