

05-24-2001

Form PTO
(Rev. 03/01)
OMB No. 066



DATION FORM COVER SHEET
ADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101729823

and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): S. 21.01

Keene Corporation (Delaware Corporation)

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Keene Corporation

Internal Address:

Street Address: 345 Park Avenue

City: New York State: NY Zip: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation--State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Combined Merger and Change of Name
- Merger
- Change of Name

Execution Date: December 20, 1979

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

A. Trademark Application No. (s)

B. Trademark Registration No.(s)

1,143,129

Additional numbers attached? Yes No

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

Name: Carl S. Clark

Address: Price, Heneveld, Cooper,
DeWitt & Litton

Street Address: Post Office Box 2567

City: Grand Rapids State: MI ZIP: 49501

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

16-2463

(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.

Carl S. Clark
Name of Person Signing

[Signature]
Signature

5/19/01
Date

05/23 2001 6TD411 00000125 1143129

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40.00 DP Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002301 FRAME: 0677



State of DELAWARE

Office of SECRETARY OF STATE

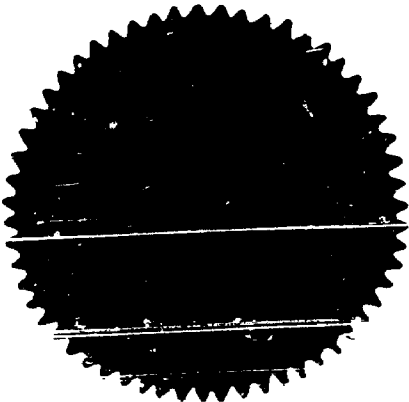
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I, Glenn C. Kenton Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger of the "KEENE CORPORATION", a corporation organized and existing under the laws of the State of Delaware, merging with and into the "NEW KEENE CORPORATION", a corporation organized and existing under the laws of the State of New York, under the name of "KEENE CORPORATION", as received and filed in this office the twentieth day of December, A.D. 1979, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of New York.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *twenty-first* *day*
of _____ *April,* _____ *in the year of our Lord*
one thousand nine hundred and _____ *eighty.*



Glenn C. Kenton, Secretary of State

State of New York

Department of State

REF ID: A0372 FROM 819

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAY 6 - 1980

Basil G. Paterson

Secretary of State

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JUL 21 1980

OFFICE OF THE SECRETARY OF STATE

G020-504 (12/78)

**CERTIFICATE OF MERGER
OF
KEENE CORPORATION
INTO
NEW KEENE CORPORATION**

alt 2/3/79

**UNDER SECTION 904 OF THE
BUSINESS CORPORATION LAW**

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The undersigned officers of Keene Corporation, a Delaware corporation, and New Keene Corporation, a New York corporation, do hereby certify as follows:

1. Keene Corporation, a Delaware corporation (hereinafter sometimes referred to as "Keene"), and New Keene Corporation, a New York corporation (hereinafter sometimes referred to as "New Keene"), are the names of the constituent corporations. The name of the surviving corporation is New Keene Corporation, which name, pursuant to the Agreement of Merger dated April 2, 1979 between Keene and New Keene (the "Agreement of Merger"), shall be changed to "Keene Corporation" on the effective date of this merger.

2. Keene's authorized capital consists of 10,000,000 shares of common stock, par value \$.10 per share ("Keene Common Stock"), and 1,000,000 shares of preferred stock, par value \$1.00 per share ("Keene Preferred Stock").

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On April 4, 1979 there were 4,118,009 issued shares of Keene Common Stock, of which 3,167,347 shares were issued and outstanding and 950,662 shares were issued and held in Keene's treasury. On November 30, 1979 there were 4,118,009 issued shares of Keene Common Stock, of which 2,890,447 shares were issued and outstanding and 1,227,562 shares were issued and held in Keene's treasury. At no time subsequent to December 22, 1978 (the date on which the Board of Directors of Keene approved the Agreement of Merger) were there any issued and outstanding shares of Keene Preferred Stock.

During the period subsequent to April 4, 1979, from time to time Keene has made purchases of issued and outstanding Keene Common Stock. Until the effective date of this merger, Keene may continue to purchase issued and outstanding shares of Keene Common Stock. Therefore, the number of issued and outstanding shares of Keene Common Stock may change prior to the effective date of this merger.

New Keene's authorized capital consists of 10,000,000 shares of common stock, par value \$.10 per share ("New Keene Common Stock") and 1,000,000 shares of preferred stock, par value \$1.00 per share ("New Keene Preferred Stock"). New Keene issued one (1) share of New Keene Common Stock, which share is owned by Keene. New Keene has not issued any New Keene Preferred Stock. The number of issued and outstanding shares of New Keene is not subject to change prior to the effective date of this merger.

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3. Upon the filing of this certificate of merger, the certificate of incorporation of New Keene will be amended by changing Article FIRST thereof to read in its entirety as follows:

"**FIRST:** The name of the corporation in Keene Corporation (the 'Corporation')."

Keene hereby consents to the change of name of New Keene Corporation to "Keene Corporation."

4. The effective date of the merger of Keene into New Keene shall be December 31, 1979.

5. The certificate of incorporation of Keene was filed by the Secretary of State of Delaware on April 7, 1967. The certificate of incorporation of New Keene was filed by the Secretary of State of New York on February 23, 1979. Keene filed an application for authority to do business in the State of New York on January 18, 1968.

6. The Agreement of Merger of Keene into New Keene was adopted by the Board of Directors of Keene on December 22, 1978 and by the Board of Directors of New Keene on March 30, 1979. The holders of a majority of the Keene Common Stock approved the Agreement on April 4, 1979. Keene, as the sole stockholder of New Keene, voted its one (1) share of New Keene Common Stock for the adoption of the Agreement on April 4, 1979. The merger was approved under the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on this 13th day of December, 1979

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and, under penalties of perjury, affirm the statements
contained herein to be true.

KEEBE CORPORATION

By *Alfred S. Crimmins, Jr.*
Alfred S. Crimmins, Jr.
Vice President-Finance

-and-

By *Howard A. Wileaf*
Howard A. Wileaf
Secretary

NEW KEEBE CORPORATION

By *Alfred S. Crimmins, Jr.*
Alfred S. Crimmins, Jr.
Vice President-Finance

-and-

By *Howard A. Wileaf*
Howard A. Wileaf
Secretary

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