

FORM PTO-1594
(Rev. 6-93)
OMB No 0051-0011 (exp 4/99)
M&G 340 00-00-0064

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Emco Enterprises, Inc. d/b/a Emco
Specialties, Inc.

Individuals
 General Partnership
 Corporation-State of Iowa
 Other: _____

Association
 Limited Partnership

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

2. Name and address of receiving party(ies):
Emco Enterprises, Inc.
2121 East Walnut Street
Des Moines, Iowa 50317

Individual(s) citizenship
 General Partnership
 Corporation-State of Minnesota
 Other: _____

Association
 Limited Partnership

It assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

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

3. Nature of conveyance.
 Assignment
 Security Agreement
 Other: _____

Merger
 Change of Name

Execution Date: April 30, 2001

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

A. Trademark Application No.(s)/ Mark(s)
See attached sheet

B. Trademark Reg. No.(s)/Mark(s)
See attached sheet

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Scott W. Johnston
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 35


7. Total fee (37 CFR 3.41): \$890.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Scott W. Johnston
Name of Person Signing


Signature

February 28, 2002
Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

Pending Applications

75/899,377
78/071,097
76/282,405
76/186,804
76/093,971
76/093,790
75/898,352
75/331,285

Issued Registrations

2,512,179
2,421,429
2,265,511
2,176,657
2,172,862
2,176,656
2,201,154
2,172,861
2,176,655
2,315,199
2,206,131
2,168,367
2,144,052
2,057,114
2,085,458
2,057,014
2,057,013
2,057,011
1,951,110
1,885,803
1,885,802
1,865,567
1,958,213
1,822,783
1,842,647
1,811,828
1,091,847

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Articles of Merger
of
EMCO ENTERPRISES, INC.
INTO
EMCO ACQUISITION COMPANY, INC.

Pursuant to the Minnesota Business Corporation Act and the Iowa Business Corporation Act, the undersigned corporations execute the following Articles of Merger:

FIRST: The constituent corporations are Emco Enterprises, Inc., an Iowa corporation, and Emco Acquisition Company, Inc., a Minnesota corporation and the surviving corporation.


SECOND: The Plan of Merger attached hereto as Appendix A and made a part hereof has been approved by each constituent corporation pursuant to Minnesota Statutes, Chapter 302A and Iowa Code, Chapter 490.

THIRD: One hundred (100) shares of Common Stock, par value \$.01 per share, of Emco Acquisition Company, Inc. are outstanding and were entitled to be cast on the Plan of Merger, each of which was cast in favor of the Plan of Merger, with no shares cast against the Plan of Merger. There were no other classes of capital stock of Emco Acquisition Company, Inc. entitled to vote on the Plan of Merger.


FOURTH: One thousand (1,000) shares of Common Stock, par value \$1.00 per share, of Emco Enterprises, Inc. are outstanding and were entitled to be cast on the Plan of Merger, each of which was cast in favor of the Plan of Merger, with no shares cast against the Plan of Merger and no shares abstaining from voting on the Plan of Merger. There were no other classes of capital stock of Emco Enterprises, Inc. entitled to vote on the Plan of Merger.

Dated this 30th day of April, 2001.

EMCO ACQUISITION COMPANY, INC.

By 
James E. Humphrey
Its Chief Executive Officer

EMCO ENTERPRISES, INC.

By 
J. Glassopp
Its President

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**APPENDIX A
PLAN OF MERGER**

**SECTION 1:
NAMES OF CONSTITUENT CORPORATIONS
AND SURVIVING CORPORATION**

The names of the Constituent Corporations are Emco Acquisition Company, Inc., a Minnesota corporation ("Subsidiary"), and Emco Enterprises, Inc., an Iowa corporation ("Company"). Subsidiary is a wholly-owned subsidiary of Andersen Corporation, a Minnesota corporation ("Purchaser"). The Constituent Corporations will be combined by the merger, pursuant to the applicable provisions of the Minnesota Business Corporation Act ("MBCA") and Iowa Business Corporation Act ("IBCA"), of Company into Subsidiary, with Subsidiary surviving as the Surviving Corporation (the "Merger").

**SECTION 2
THE MERGER; CONVERSION OF SHARES**

2.1. The Merger. At the Effective Time (as defined in subsection 2.2 below), Company will be merged with and into Subsidiary in accordance with this plan of merger (the "Plan of Merger") and the provisions of the MBCA and IBCA, whereupon the separate corporate existence of Company will cease, and Subsidiary will continue as the surviving corporation (the "Surviving Corporation"). From and after the Effective Time, the Surviving Corporation will possess all the rights, privileges, powers and franchises and be subject to all the restrictions, disabilities and duties of Company and Subsidiary, all as more fully described in the MBCA and IBCA. The parties intend that the transactions contemplated by this Plan of Merger will be treated as a tax-free reorganization within the meaning of sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

2.2. Effective Time. The transactions contemplated by this Plan of Merger will be effective as of the date and time the articles of merger are filed with both the Minnesota Secretary of State and the Iowa Secretary of State (the "Effective Time").

2.3. Conversion of Shares. At the Effective Time:

- (i) each one (1.000) share of common stock of Company, par value \$1.00 per share (the "Company Common Stock"), issued and outstanding immediately prior thereto will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive the following (collectively, the "Merger Consideration"): (A) three hundred sixty and 8545/1000 (360.8545) (the "Conversion Ratio") unregistered, fully paid and non-assessable shares of common stock of Purchaser, par value \$.04 per share (the "Purchaser's Common Stock"), and (B) a portion of the Variable Component (as defined in, determined under and more fully described in the Agreement and Plan of Reorganization among the Constituent Corporations and the other parties thereto), payable in cash and equal to the quotient of (a) the total amount

3/2001 09:29 FAX 612 607 7100

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of the Variable Component divided by (b) the total number of shares of Company Common Stock issued and outstanding immediately prior to the Effective Time (the "Per Share Variable Component Cash Consideration");

(ii) each share of common stock of Subsidiary, par value \$.01 per share (the "Subsidiary Common Stock"), issued and outstanding immediately prior thereto will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of the common stock of the Surviving Corporation, par value \$.01 per share (the "Surviving Corporation Common Stock"); and

(iii) (A) the holders of certificates representing shares of Company Common Stock will cease to have any rights as shareholders of Company, except such rights, if any, as they may have pursuant to the IBCA; and (B) except as provided in the immediately preceding clause (A), until certificates are surrendered in exchange for Purchaser's Common Stock, each such certificate will, after the Effective Time, represent for all purposes only the right to receive (a) the number of whole shares of Purchaser's Common Stock into which their shares of Company Common Stock will have been converted by the Merger as provided in subsection 2.3(i)(A) of this Plan of Merger and (b) the Per Share Variable Component Cash Consideration.

2.4. Exchange of Subsidiary Common Stock. From and after the Effective Time, each outstanding certificate previously representing shares of Subsidiary Common Stock will be deemed for all purposes to evidence ownership of and to represent the number of shares of Surviving Corporation Common Stock into which such shares of Subsidiary Common Stock will have been converted. Promptly after the Effective Time, the Surviving Corporation will issue to Purchaser a stock certificate or certificates representing such shares of Surviving Corporation Common Stock in exchange for the certificate or certificates which formerly represented shares of Subsidiary Common Stock, which will be cancelled.

2.5. Exchange of Company Common Stock.

(i) Promptly after the Effective Time, Purchaser will deliver to each shareholder (or his, her or its representative) in exchange for and upon surrender of a duly endorsed certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Company Common Stock (the "Certificates"), a certificate or certificates representing that number of whole shares of Purchaser's Common Stock into which the shares of Company Common Stock previously represented by the Certificates so surrendered will have been converted pursuant to the provisions of this Section 2 of this Plan of Merger, and the Certificates so surrendered will be cancelled.

(ii) No dividends or other distributions declared after the Effective

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Time with respect to Purchaser's Common Stock and payable to the holders of record thereof after the Effective Time will be paid to the holder of any unsurrendered Certificate with respect to the shares of Purchaser's Common Stock represented thereby until the holder of record will have surrendered such Certificate. Subject to the effect, if any, of applicable law, after the subsequent surrender and exchange of a Certificate, the holder thereof will be entitled to receive any such dividends or other distributions, without any interest thereon, which previously became payable with respect to shares of Purchaser's Common Stock represented by such Certificate.

(iii) All shares of Purchaser's Common Stock issued upon surrender and in exchange for Company Common Stock in accordance with the terms of this Agreement will be deemed to have been issued in full satisfaction of all rights pertaining to such shares of Company Common Stock.

(iv) After the Effective Time, there will be no further registration of transfers on the stock transfer books of the Company or the Surviving Corporation of the shares of Company Common Stock which were outstanding immediately prior to the Effective Time. If, after the Effective Time, Certificates representing such shares are presented to the Surviving Corporation, they will be cancelled and exchanged as provided in this Section 2 of this Plan of Merger.

(v) No certificates or scrip representing fractional shares of Purchaser's Common Stock will be issued upon the surrender for exchange of Certificates, no dividend or distribution of Purchaser will relate to any fractional share, and such fractional share interests will not entitle the owner thereof to vote or to any rights of a shareholder of Purchaser. In lieu of a fractional share, Purchaser will pay cash at the rate of sixty-nine dollars and twenty-eight cents (\$69.28) per share of Purchaser Common Stock to each holder of shares of Company Common Stock who otherwise would be entitled to receive a fractional share of Purchaser's Common Stock and the number of shares of Purchaser Common Stock issued to each such holder will be rounded down to the next whole number.

(vi) In the event any Certificates will have been lost, stolen or destroyed, Purchaser will issue in exchange for such lost, stolen or destroyed Certificate, upon the making of an affidavit of that fact by the holder thereof, such shares of Purchaser's Common Stock as may be required pursuant to this Section of this Plan of Merger; provided, however, that Purchaser may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed Certificate to indemnify Purchaser against any claim that may be made

12/13/2001 09:30 FAX 612 607 7100

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006

against Purchaser with respect to the Certificate alleged to have been lost, stolen or destroyed.

2.6. Capitalization Changes. If, between the date of the adoption of this Plan of Merger and the Effective Time, the outstanding shares of Purchaser's Common Stock will have been changed into a different number of shares or a different class by reason of any reclassification, recapitalization, split-up, combination, exchange of shares, or stock dividend, the Conversion Ratio and all per share price amounts and calculations set forth in this Plan of Merger will be appropriately adjusted.

SECTION 3 ORGANIZATION OF THE SURVIVING CORPORATION

3.1. Articles of Incorporation of the Surviving Corporation. The articles of incorporation of Subsidiary, as in effect immediately prior to the Effective Time, will become and constitute the articles of incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law; provided, however, that Article 1 thereof will be amended to read in its entirety as follows:

"The name of the corporation is Emco Enterprises, Inc."

3.2. Bylaws of the Surviving Corporation. The bylaws of Subsidiary, as in effect immediately prior to the Effective Time, will become and constitute the bylaws of the Surviving Corporation until thereafter amended in accordance with applicable law.

3.3. Directors and Officers of the Surviving Corporation. The directors of Subsidiary and the officers of Subsidiary immediately prior to the Effective Time will become and constitute the directors and officers, respectively, of the Surviving Corporation until their respective successors will be duly elected and qualified.

SECTION 4 GENERAL PROVISIONS

At the Effective Time, Subsidiary will succeed to and possess all the rights, privileges, powers, franchises and immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities and duties of Company; and all and singular, the rights, privileges, powers, franchises and immunities of both the Constituent Corporations and all property, assets, rights, privileges, powers, franchises, immunities and all and every other interest will be thereafter as effectively the property of Subsidiary as they were or would be of the Constituent Corporations or either of them; and title to any real estate or any interest therein vested by deed or otherwise in either of the Constituent Corporations will not revert or be in any way impaired by any reason of this merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations will be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities and duties of either of the Constituent Corporations will thenceforth become those of Subsidiary and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY - 1 2001

TCS: 733453 v03 04/30/2001

Mary Hoffmeyer
Secretary of State

TRADEMARK

RECORDED: 02/28/2002

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