

04-24-2002



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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

FORM PTO-

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

1. Name of conveying party(ies):
Curwood/Duralam, Inc.

4-8-02

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 2001

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

Name: Curwood, Inc.
Internal Address: _____
Street Address: 2200 Badger Ave.
City: Oshkosh State: Wisconsin Zip: 54904

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
2,088,337

Additional numbers attached: Yes No

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

Name: Timothy J. Engling
Internal Address: _____
Lee, Mann, Smith, McWilliams, Sweeney & Ohlson
Street Address: P.O. Box 2786
City: Chicago State: Illinois Zip: 60690-2786

6. Total number of applications and registrations involved 2002

7. Total fee (37 CFR 3.41) \$ 40

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this form 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.

Timothy J. Engling
Name of Person Signing

Timothy J. Engling
Signature

April 4, 2002
Date

Total number of pages comprising cover sheet 5

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

04/23/2002 6TOM11 00000007 2008337

01 FC:481

40.00 DP

Commissioner of 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.

TRADEMARK
REEL: 2490 FRAME: 0423

CURWOOD, INC.
Written Action of Sole Director

The undersigned, being the sole director of Curwood, Inc., a Delaware corporation subject to the General Corporation Law of the State of Delaware (the "Company"), hereby adopts the following resolutions, effective as of December 20, 2001:

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Curwood/Duralam, Inc., a Wisconsin corporation ("Subsidiary"), consisting of 1,000 shares of common stock, par value \$.01 per share; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its shareholders to effect the merger of Subsidiary with and into the Company pursuant to Section 180.1107 of the Wisconsin Business Corporation Law and Section 253 of the General Corporation Law of the State of Delaware;

WHEREAS, the Board of Directors of the Company has received and reviewed a copy of the Plan of Merger dated as of December 20, 2001 attached hereto as Exhibit A (the "Plan"), and the Board has considered the merger of the Subsidiary with and into the Company, with the Company being the surviving corporation, as contemplated by the Plan (the "Merger"); and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that Subsidiary be merged with and into the Company pursuant to Section 180.1107 of the Wisconsin Business Corporation Law and Section 253 of the General Corporation Law of the State of Delaware.

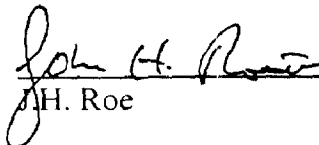
RESOLVED, that the Merger be carried out in accordance with the form, terms and conditions of the Plan.

RESOLVED, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger setting forth the foregoing Plan of Merger, a certificate of ownership and merger, and such other information as required by law, and to cause the same to be filed for record with the Wisconsin Secretary of State and the Delaware Secretary of State in the manner required by law.

RESOLVED, that the officers of the Company, and each of them, be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the intents and purposes of the foregoing resolutions.

RESOLVED, that any acts of any officer and of any person or persons designated and authorized to act by an officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

The action contained herein is effective as of the date first above written.



J.H. Roe

**Articles of Merger Merging
Curwood/Duralam, Inc.
with and into
Curwood, Inc.**

Pursuant to Section 180.1105 of the Wisconsin Business Corporation Law, the undersigned officer of Curwood, Inc., a Delaware corporation (hereinafter referred to as the "Surviving Corporation"), which is the owner of all of the outstanding capital stock of Curwood/Duralam, Inc., a Wisconsin corporation (hereinafter referred to as the "Subsidiary Corporation"), hereby executes these Articles of Merger effective as of December 20, 2001:

FIRST: The Plan of Merger duly adopted by the Board of Directors of the Surviving Corporation, effective as of December 20, 2001, is attached hereto as Exhibit A.

SECOND: The Surviving Corporation is the owner of all of the outstanding capital stock of the Subsidiary Corporation.

THIRD: The Plan of Merger has been duly approved by the Surviving Corporation in accordance with Section 253 of the General Corporation Law of the State of Delaware and Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law.

FOURTH: Pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section 253 of the General Corporation Law of the State of Delaware, the Surviving Corporation may merge the Subsidiary Corporation with and into the Surviving Corporation without the approval of the shareholders of either corporation.

FIFTH: The merger shall be effective on December 31, 2001, at 11:59 p.m. Eastern Time.

SIXTH: Pursuant to Section 180.1501 of the Wisconsin Business Corporation Law, the Surviving Corporation has obtained a Certificate of Authority and maintains an office within the State of Wisconsin. The Surviving Corporation hereby agrees that it may be served with process in the State of Wisconsin in any proceeding for the enforcement of any obligation of Curwood/Duralam, Inc. arising from the merger, including the rights of any dissenting stockholders thereof, at the address on file with the office of the Secretary of State of the State of Wisconsin.

IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles of Merger to be signed by its authorized officer as of the date first above written.

CURWOOD, INC.

By: Stanley A. Jaffy
Stanley A. Jaffy
Its: Vice President and Assistant Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is adopted as of the 20th day of December, 2001, by Curwood, Inc., a corporation incorporated under the laws of the State of Delaware (the "Company").

1. The Company owns 100% of the issued and outstanding capital stock of Curwood/Duralam, Inc., a Wisconsin corporation ("Subsidiary").
2. The Board of Directors of the Company deem it advisable and in the best interests of both the Company and the Subsidiary that the Subsidiary be merged with and into the Company, with the Company being the surviving corporation (the "Merger").
3. The Board of Directors of the Company has approved and adopted this Merger.
4. The authorized capital stock of the Subsidiary consists of 10,000 shares of common stock, par value \$.01, of which 1,000 shares are issued and outstanding on the date hereof and will be issued and outstanding immediately prior to the Effective Date of the Merger.

NOW THEREFORE, the Board of Directors of the Company hereby adopts the following:

1. Merger. The Subsidiary shall be merged with and into the Company pursuant to Section 180.1107 of the Wisconsin Business Corporation Law and Section 253 of the General Corporation Law of the State of Delaware, with the Company being the surviving corporation. The name of the surviving corporation will continue to be Curwood, Inc.
2. Effective Time and Date. The Merger shall become effective on December 31, 2001, at 11:59 p.m. Eastern Time. The date on which the Merger becomes effective is hereinafter referred to as the "Effective Date."
3. Shares. At the Effective Date, all of the outstanding shares of capital stock of Subsidiary owned by the Company shall be cancelled, and no securities of the Company or any other corporation, or any money or other property, shall be issued to the Company in exchange therefor.

**CERTIFICATE OF OWNERSHIP
AND MERGER OF FOREIGN SUBSIDIARY
INTO DOMESTIC PARENT**

**CERTIFICATE OF OWNERSHIP
MERGING
CURWOOD/DURALAM, INC.
INTO
CURWOOD, INC.
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

Curwood, Inc., a corporation incorporated on the 25th day of March, 1965, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that this corporation owns all the capital stock of Curwood/Duralam, Inc., a corporation incorporated under the laws of the State of Wisconsin, and that this corporation, by a resolution of its board of directors attached hereto as Exhibit A duly adopted on the 20th day of December, 2001, determined to merge into itself said Curwood/Duralam, Inc. on the conditions set forth in such resolutions. The merger shall be effective on December 31, 2001, at 11:59 p.m. Eastern Time.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Ownership and Merger to be signed by its authorized officer on the 20th day of December, 2001.

CURWOOD, INC.

By: Stanley A. Jaffy
Stanley A. Jaffy
Its: Vice President and Assistant Secretary

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