



OMB No. 0651-0011 (exp. 4/94)

102079644

To the Honorable Commissioner

original documents or copy thereof.

1. Name of conveying party(ies):
 AEPI Acquisition, Inc.
 240 East Plato Boulevard
 St. Paul, Minnesota 55107-1631 *4/11/02*

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

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

2. Name and address of receiving party(ies)
 AmClyde Engineered Products Company, Inc.
 240 East Plato Boulevard
 St. Paul, Minnesota 55107-1631

Individual(s) _____ *APR 11 2002*
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 1, 1997

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 patent number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
 1,316,591, 1,313,239, 1,338,791 and 1,338,792

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Stuart R. Hemphill
 Internal Address: Dorsey & Whitney LLP

 Street Address: Suite 1500, 50 South Sixth Street

 City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41). \$115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1420
 (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.

Stuart R. Hemphill *[Signature]* April 11, 2002
 Name of person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

05/03/2002 DBYRME 00000110 1316591
 01 FC:481
 02 FC:482

Do not detach this portion

Documents to be recorded with required cover sheet information to:
BOX ASSIGNMENT
 Director - U.S. Patent and Trademark Office
 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.

State of Delaware

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 AMENDMENT OF "AEPI ACQUISITION, INC.", CHANGING ITS NAME FROM "AEPI ACQUISITION, INC." TO "AMCLYDE ENGINEERED PRODUCTS COMPANY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2804215 8100

971408572

AUTHENTICATION: 8784377

DATE: 12-02-97

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), AEPI ACQUISITION, INC., a Delaware corporation (the "Company"), does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Company resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling a meeting of the sole stockholder of the Company for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE ONE" so that, as amended, said Article shall be and read as follows:

"Name

The name of the corporation is AmClyde Engineered
Products Company, Inc. (the "Corporation")."

SECOND: That thereafter, pursuant to the resolution of its Board of Directors and in accordance with Section 228 of the DGCL, the sole stockholder of the Company executed a consent voting in favor of said amendment in lieu of holding a special meeting of the sole stockholder for such purpose.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this certificate to be executed by its duly authorized officer as of this 17th day of November, 1997.

By: 

Name: Rick S. Rees

Title: Executive Vice President

DORSEY & WHITNEY LLP

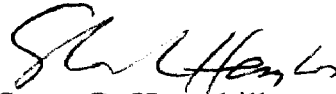
BOX ASSIGNMENT

April 11, 2002

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Please charge any addition fees or credit any overpayment to our deposit account

Sincerely,

A handwritten signature in black ink, appearing to read "Stuart R. Hemphill". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Stuart R. Hemphill

SRH;jaa/jah

Enclosures