

12-23-2002



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RE: 1

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

Tab settings

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

1. Name of conveying party(ies):

TIC Metals, inc.

- 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)

Name: TIC United Corp.

Internal Address:

Street Address: 4645 N. Central Expressway

City: Dallas State: TX Zip: 75205

- 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

OFFICE OF PUBLIC RECORDS 2002 DEC 16 AM 9:27 FINANCE SECTION

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: November 24, 1993

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,176,829

Additional number(s) attached Yes No

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

Name: Stephen T. Belsheim

Internal Address: Belsheim Law Office

Street Address: 179 Belle Forrest Circle Ste. 102

City: Nashville State: TN Zip: 37221

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Stephen T. Belsheim

Name of Person Signing

Signature

December 16, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002637 FRAME: 0863

SEP 4-8

State of Delaware  
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF TIC UNITED CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING ATLAS FOUNDRY & MACHINE COMPANY AND TIC INVESTMENT CORP. AND TIC METALS, INC. CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, NEBRASKA ENGINEERING CO. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEBRASKA, HUTCHINSON WIL-RICH MANUFACTURING COMPANY AND NEW SHELLCAST CORP. CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1993, AT 3:00 O'CLOCK P.M.

AND DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1993 FOR RECORDING.

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*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION: #4161511

DATE: 11/23/1993

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[4.B]

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ATLAS FOUNDRY & MACHINE COMPANY  
HUTCHINSON WIL-RICH MANUFACTURING COMPANY  
NEBRASKA ENGINEERING CO.  
TIC METALS, INC.  
TIC INVESTMENT CORP.  
and  
NEW SHELLCAST CORP.  
INTO  
TIC UNITED CORP.

(Pursuant to Sec. 253)

TIC United Corp., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of the common stock of Atlas Foundry & Machine Company, TIC Metals, Inc., and TIC Investment Corp, (Delaware corporations); Hutchinson Wil-Rich Manufacturing Company and New Shellcast Corp. (Texas corporations), and Nebraska Engineering Co. (a Nebraska corporation) (collectively, the "Subsidiaries"), such common stock being the only authorized class of the capital stock of the Subsidiaries.

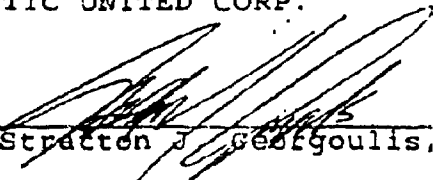
THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 5th day of November, 1993, determined to merge into itself the Subsidiaries on the conditions set forth in such resolutions, effective as of 9 a.m., central standard time, on November 24<sup>th</sup>, 1993:

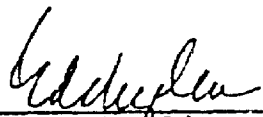
RESOLVED, that TIC United Corp. merge into itself its wholly-owned Subsidiaries and assume all of said Subsidiaries' liabilities and obligations, effective as of 9 a.m., central standard time, on November 24<sup>th</sup>, 1993; and

FURTHER RESOLVED, that the President, Vice President, and any other proper officers of TIC United Corp. be, and they hereby are, authorized, empowered and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Subsidiaries into TIC United Corp. and to assume said Subsidiaries' liabilities and obligations, and the date of adoption thereof, to file the same in the offices of the Secretary of State of the State of Delaware, the Secretary of State of the State of Nebraska, the Secretary of State of the State of Texas and the offices of any other appropriate officials; to prepare and file a Plan of Merger as required by the Nebraska Business Corporation Act; and to do all things necessary and helpful to carry out the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Stratton J. Georgoulis, Its President, and Ed. S. Chapline, III, its Secretary, this 5th day of November, 1993.

TIC UNITED CORP.

By:   
Stratton J. Georgoulis, President

By:   
Ed. S. Chapline, III, Secretary

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