



To the Honorable Commis:

102373009

Attached original document(s) or copy thereof.

1. Name of conveying party(ies) (assignor(s)):

Lincoln Industrial Corporation

2-21-03

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

Additional name(s) of conveying party(ies) attached? yes no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Name: Lincoln Industrial Corporation
Address: One Lincoln Way

City: St. Louis
State: Missouri Zip: 63120
Country: U.S.A.

- 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

3. Nature of Conveyance:

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

Execution Date: December 21, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED LIST/ADDENDUM

Additional numbers attached? Yes No

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

Julie J. McMurry
Senniger, Powers, Leavitt & Roedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
Application(s) 2 + Registration(s) 29 = Total 31

7. Total Fee (37 CFR 3.41) \$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1345
(Duplicate copy of this sheet attached)

- Charge any underpayment or credit any overpayment to above 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.

Julie J. McMurry
Name of Person Signing

Julie J. McMurry
Signature

February 13, 2003
Date

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

7

02/25/2003 LITTELLER 00060132 76294036

01 FF:8521 40.00 OP
02 FF:8522 750.00 OP

ADDENDUM

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

A. Trademark Application No.(s)

76/294,036	GUARDIAN
76/313,394	POWERLUBER

B. Trademark Registration No.(s)/Mark

0,231,354	LUBRIGUN
0,335,215	KLEENSEAL (Stylized)
0,384,177	CENTRO-MATIC
0,423,437	LUBRO-VAN
0,515,855	LUBRIGUN
0,530,764	KLEENSEAL
0,586,506	MULTI-LUBER
0,675,950	POWER-MASTER and Design
0,741,650	CONCEPTS
0,765,830	POWER-MASTER
0,813,936	LUB-UNIT
0,829,060	PILEDRIVER
1,036,592	MODULAR LUBE and Design
1,100,027	VOLUME-MASTER
1,262,823	QUICKLUB
1,619,412	LINCOLN and Horizontal Bar
1,624,482	THE BRAND THE PROS DEMAND
1,753,143	SYSTEM SENTRY
1,812,705	DISPENSE PAK
1,842,696	SILVERLINE
1,905,317	DUAL CONVERTER
1,999,458	BEARINGSAVER and Design
2,197,824	AIRCARE
2,290,064	ORSCO, Inc. and Design
2,316,060	DUO-MATIC
2,364,820	ZERK-LOCK
2,365,821	QUICKLINC
2,440,537	AIR BRAKE
2,503,441	POWERLUBER

CERTIFICATE OF MERGER
OF
LINCOLN INDUSTRIAL CORPORATION
WITH AND INTO
LINCOLN INDUSTRIAL ACQUISITION CORPORATION
UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Lincoln Industrial Acquisition Corporation, a Delaware corporation ("Company"), hereby certifies to the following information relating to the merger of Lincoln Industrial Corporation, a Minnesota corporation ("Lincoln"), with and into the Company (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of December 21, 2001, between the Company and Lincoln (the "Merger Agreement").

1. The names and states of incorporation of Lincoln and the Company, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Lincoln Industrial Corporation	Minnesota
Lincoln Industrial Acquisition Corporation	Delaware

2. A Merger Agreement between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

3. Pursuant to the Merger Agreement, Lincoln will merge with and into the Company, and the Company will survive and continue to be governed by the laws of the State of Delaware, and the separate corporate existence of Lincoln will cease. The name of the surviving corporation with respect to the Merger is Lincoln Industrial Acquisition Corporation, which shall be renamed Lincoln Industrial Corporation (the "Surviving Corporation").

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the Surviving Corporation, except that ARTICLE FIRST and ARTICLE FOURTH therein shall be amended and restated as follows:

- (a) "FIRST: The name of the Corporation is Lincoln Industrial Corporation."
- (b) "FOURTH: The total number of shares of common capital stock which the Corporation shall have authority to issue is one thousand (1,000) shares, consisting of one thousand (1,000) shares of common stock, par value \$.01 per share (the "Common Stock")."

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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A statement of the powers, designations, preferences, and relative participating, optional or other special rights and the qualifications, limitations and restrictions of the Common Stock is as follows:

(a) Dividends. The board of directors of the Corporation (the "Board of Directors") may cause dividends to be paid to the holders of shares of Common Stock out of funds legally available for the payment of dividends by declaring an amount per share as a dividend. When and as dividends are declared, whether payable in cash, in property or in shares of stock or other securities of the Corporation, the holders of Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by them, in such dividends.

(b) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by them, in all assets of the Corporation available for distribution to its stockholders.

(c) Voting Rights. Except as otherwise provided in this Certificate of Incorporation or by applicable law, the holders of Common Stock shall be entitled to vote on each matter on which the stockholders of the Corporation shall be entitled to vote, and each holder of Common Stock shall be entitled to one vote for each share of such stock held by him."

5. Pursuant to the Merger Agreement, the By-Laws of the Company shall be the By-Laws of the Surviving Corporation.

6. Pursuant to the Merger Agreement, the Directors of the Company shall be the Directors of the Surviving Corporation.

7. Pursuant to the Merger Agreement, the Officers of Lincoln shall be the Officers of the Surviving Corporation.

8. Pursuant to the Merger Agreement, and as a result of the Merger, all shares of Lincoln are cancelled while all shares of the Company will continue unchanged and represent the same number of shares and will evidence ownership of the Surviving Corporation, with the stock certificates representing such shares to read "Lincoln Industrial Corporation".

9. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, One Lincoln Way, St. Louis, MO 63120, and a copy of the Merger Agreement will be furnished by the Surviving Corporation without cost, upon the request of any stockholder of the Constituent Corporations.

10. This Merger shall become effective immediately upon the filing of this Certificate of Merger.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 21th day of December, 2001.

LINCOLN INDUSTRIAL ACQUISITION
CORPORATION

By: /s/ James B. Carlson
Name: James B. Carlson
Title: Assistant Secretary