

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

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

Lincoln Industrial Corporation

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

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 Merger
 Security Agreement Change of Name
 Other Corrective cover sheet to correct Reg. No. from 2,365,821 to 2,364,821. Merger previously recorded on February 21, 2003 at Recl/Frame 002678/0624 (copy attached).

Execution Date: December 21, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,364,821

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 & Koedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
Application(s) _____ + Registration(s): 1 = Total 1

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

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 *Julie J. McMurry* September 3, 2003
Name of Person Signing Signature Date

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

7

CH \$40.00 191345 2364821

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")."

DEC-21-2001 03:20

C.T. CORP. SYSTEM

212 590 9190 P.03/07

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.

DEC-21-2001 09:20

C.T. CORP. SYSTEM

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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

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 BEARINGS AVER 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

2,364,821