

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Waco Distribution Corporation		12/15/1996	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Waco International Corporation
Street Address:	4545 Spring Road
City:	Cleveland
State/Country:	OHIO
Postal Code:	44131
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	767390	SHORE "X"

CORRESPONDENCE DATA	
Fax Number:	(214)200-0853
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	713 547-2416
Email:	ipdocketing@haynesboone.com
Correspondent Name:	Haynes & Boone, LLP
Address Line 1:	901 Main Street
Address Line 2:	Suite 3100
Address Line 4:	Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	23978.16
-------------------------	----------

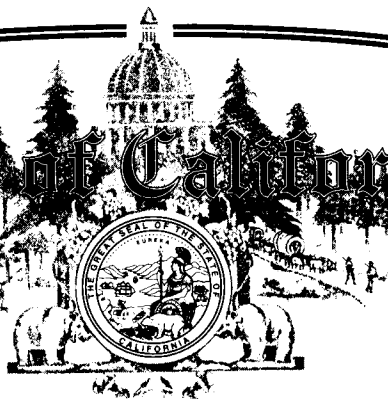
NAME OF SUBMITTER:	Rita M. Irani
--------------------	---------------

Total Attachments: 8
source=WacoMerger_1_0001#page1.tif
source=WacoMerger_2_0001#page1.tif
source=WacoMerger_3_0001#page1.tif
source=WacoMerger_4_0001#page1.tif

CH \$40.00 767390

source=WacoMerger_5_0001#page1.tif
source=WacoMerger_6_0001#page1.tif
source=WacoMerger_7_0001#page1.tif
source=WacoMerger_8_0001#page1.tif

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 5 2003



Kevin Shelley
Secretary of State

A486585

FILED
in the office of the Secretary of State
of the State of California

1064520 JUN

DEC 31 1996

Bill Jones
Bill Jones, Secretary of State

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated as of December 15, 1996, is made and entered into by and among Waco International Corporation, a California corporation ("WIC"), Waco Scaffolding & Equipment, Inc., a California corporation, and Waco International Distribution Corporation, a California corporation. Waco Scaffolding & Equipment, Inc., is a wholly-owned subsidiary of WIC and Waco International Distribution Corporation is a wholly-owned subsidiary of Waco Scaffolding & Equipment, Inc. Waco Scaffolding & Equipment, Inc. and Waco International Distribution Corporation are sometimes hereinafter referred to collectively as the "Subsidiaries."

RECITALS

A. The Board of Directors of WIC and the Subsidiaries have determined that it is advisable and to the advantage of WIC and the Subsidiaries and that the Subsidiaries merge into WIC upon the terms and conditions provided herein (the "Merger").

B. The holders of all of the issued and outstanding shares of each of the Subsidiaries have approved the Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth herein, WIC and the Subsidiaries hereby agree to merge as follows:

1. **Merger.** In accordance with the provisions of the General Corporation Law of California, at the Effective Time (as defined herein), the Subsidiaries shall be merged with and into WIC and WIC shall become the surviving corporation (the "Surviving Corporation").
2. **Effective Time.** The Merger shall become effective on December 31, 1996 at 6:00 p.m. (the "Effective Time").
3. **Articles of Incorporation.** The Articles of Incorporation of WIC in effect at the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
4. **Bylaws.** The Bylaws of WIC in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.

TRADEMARK

REEL: 002821 FRAME: 0177

5. Officers and Directors. The directors and officers of WIC holding office at the Effective Time shall be the directors and officers of the Surviving Corporation and shall hold office until the election or appointment of their respective successors.

6. Stock.

By virtue of the Merger, at the Effective Time:

- a. all outstanding shares of the Subsidiaries shall be cancelled and no shares of WIC shall be issued in exchange therefor; and
- b. the outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

7. Succession. At the Effective Time, the separate existence of each of the Subsidiaries shall cease and WIC, as the Surviving Corporation, shall succeed, without other transfer, to all the rights and properties of the Subsidiaries and shall be subject to all the debts and liabilities of the Subsidiaries in the same manner as if the Surviving Corporation had itself incurred them, all as more fully set forth in Section 1107 of the General Corporation Law of the State of California.

8. Further Assurance. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of the Subsidiaries such documents and instruments, and there shall be taken or caused to be taken on behalf of the Subsidiaries such further and other action as shall be appropriate or necessary in order to vest or confirm to the Surviving Corporation title to and possession of the rights, properties, assets and business of the Subsidiaries. The officers and directors of the Surviving Corporation shall be fully authorized in the name and on behalf of the Subsidiaries or otherwise to take all such actions and to execute and deliver all such documents and other instruments necessary to effectuate the purposes of this Agreement.

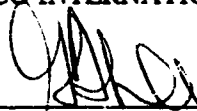
9. Abandonment of Merger. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either WIC or any one of the Subsidiaries or all of them, notwithstanding approval of this Agreement by the shareholders of the Subsidiaries.

10. Consummation of Merger. The Merger shall be effectuated by the filing with the Secretary of State of the State of California of a copy of this Agreement and an Officers' Certificate of WIC and each of the Subsidiaries together with such other documents as may be required in accordance with the General Corporation Law of California.


11. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, WIC and each of the Subsidiaries have caused this Agreement to be executed by their respective officers thereunder duly authorized as of the date first written above.

WACO INTERNATIONAL CORPORATION

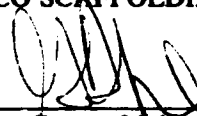
By 

George Malley
President

By 

David Charbonneau
Secretary

WACO SCAFFOLDING & EQUIPMENT, INC.


By 

George Malley
President


By 

David Charbonneau
Secretary

WACO INTERNATIONAL DISTRIBUTION CORPORATION

By 

George Malley
President

By 

David Charbonneau
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

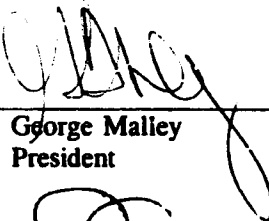
George Malley and David Charbonneau certify that:

- 1. They are the president and secretary, respectively, of Waco International Corporation, a California corporation (the "Corporation").**
- 2. The Agreement of Merger in the form attached was duly approved by the board of directors of the Corporation. The merger was entitled to be approved by the board of directors alone under the provisions of Section 1201 of the California Corporations Code.**

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 15, 1996.

By



George Malley
President

By



David Charbonneau
Secretary

R:\GOTTLJ\WACO\AGMER 1

TRADEMARK

REEL: 002821 FRAME: 0180

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

George Malley and David Charbonneau certify that:

1. They are the president and secretary, respectively, of Waco Scaffolding & Equipment, Inc., a California corporation (the "Corporation").
2. The Corporation has only one class of shares outstanding and total number of outstanding shares is 1,000.
3. The Agreement of Merger in the form attached was duly approved by the board of directors of the Corporation and by the sole shareholder of the Corporation by the vote of all of the outstanding shares, which vote equalled the vote required.
4. The percentage vote required is 100% of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 16, 1996.

By



George Malley
President

By



David Charbonneau
Secretary

RIGOTTLI WACO VAGMER

TRADEMARK

REEL: 002821 FRAME: 0181

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

George Malley and David Charbonneau certify that:

1. They are the president and secretary, respectively, of Waco International Distribution Corporation, a California corporation (the "Corporation").
2. The Corporation has only one class of shares outstanding and total number of outstanding shares is 24,600,000.
3. The Agreement of Merger in the form attached was duly approved by the board of directors of the Corporation and by the sole shareholder of the Corporation by the vote of all of the outstanding shares, which vote equalled the vote required.
4. The percentage vote required is 100% of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 15, 1996.

By



George Malley
President

By



David Charbonneau
Secretary

R:\GOTTLAWACO\AGMER.1



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

December 31, 1996

EXPIRATION DATE: April 15, 1997

HELLER ET AL
JEANNIE GOTTLIEB
601 S FIGUEROA ST FL 40
LOS ANGELES CA 90017-5704

ISSUED TO: **WACO INTERNATIONAL DISTRIBUTION CORPORATION**
Entity ID 1549746

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124

COPY

