

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Oneida Rostone Corp.		03/05/2002	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Reunion Industries, Inc.
Street Address:	11 Stanwix Street, Suite 1400
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15222
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2905981	ROSITE

CORRESPONDENCE DATA	
Fax Number:	(317)231-7433
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3172311313
Email:	jgard@btlaw.com
Correspondent Name:	Barnes & Thornburg
Address Line 1:	11 South Meridian Street
Address Line 4:	Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	694258-26540
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NAME OF SUBMITTER:	Julia Spoor Gard
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**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF NOTICE OF MERGER
of
REUNION INDUSTRIES, INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Notice of Merger of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

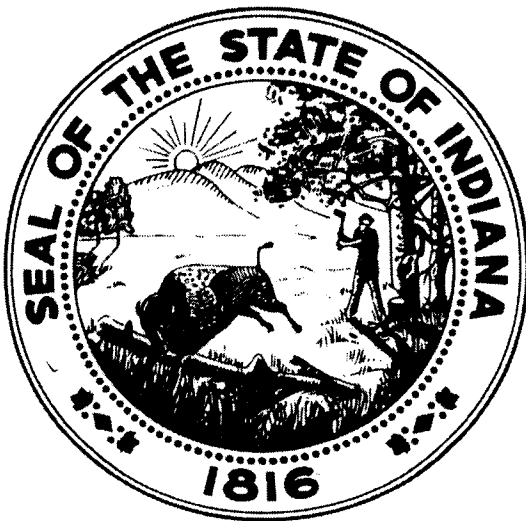
The following non-surviving entity(s):

ONEIDA ROSTONE CORP.

a(n) New York For-Profit Foreign Corporation qualified in Indiana
merged with and into the surviving entity:

REUNION INDUSTRIES, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, March 07, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 7, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2000031400109 / 2002040149990

**TRADEMARK
REEL: 002986 FRAME: 0559**

ARTICLES OF MERGER

State Form 39036 (R5/2-97)
Approved by State Board of Accounts, 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER / SHARE EXCHANGE

ONEIDA ROSTONE CORP. OF 1996020425 F
(hereinafter "the nonsurviving corporation(s)")

INTO
REUNION INDUSTRIES, INC. ~~2000031400109~~ 2000031400109 F
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is: REUNION INDUSTRIES, INC.
and such name has has not (designate which) been changed as a result of the merger.

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of DELAWARE and qualified not qualified (designate which) to do business in Indiana.
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: MARCH 16, 2000
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>ONEIDA ROSTONE CORP.</u>	
State of Domicile <u>NEW YORK</u>	Date of Incorporation or qualification in Indiana (if applicable) <u>FEB-7, 1996</u>
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

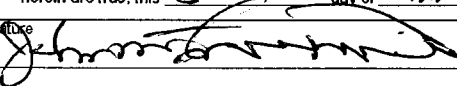
Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the EXECUTIVE VICE PRESIDENT of the surviving
 Officer or Chairman of Board
 corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained
 herein are true, this 5TH day of MARCH, 2002.

Signature:  Printed name: JOHN M. KROEHL

Certificate of Merger

of

Oneida Rostone Corp.
[corporate name]

and

Reunion Industries, Inc.
[corporate name]

into

Reunion Industries, Inc.
[corporate name]

Under Section 907 of the Business Corporation Law of New York

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on August 14, 1964, is Oneida Rostone Corp. The name under which said corporation was formed is Oneida Molded Plastics Corp.

FOURTH: The name of the surviving corporation, which was organized under the laws of the State of Delaware, on November 9, 1995, is Reunion Industries, Inc.

The Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on March 10, 2000.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Common	601
Preferred	80,000

SIXTH: The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the subsidiary corporation, for the enforcement of any liability or obligation of the surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the rights of the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation to receive payment for their shares against the surviving corporation.

SEVENTH: The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

EIGHTH: The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: Reunion Industries, Inc., 300 Weyman Plaza, Suite 340, Pittsburgh, PA 15236.

NINTH: Each of the constituent domestic corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

Signed on March __, 2000

REUNION INDUSTRIES, INC.
the surviving corporation

BY: *Richard L Evans*
NAME: *Richard L Evans*
TITLE: *Executive Vice President*

TRADEMARK

REEL: 002986 FRAME: 0564

**PLAN OF MERGER
OF ONEIDA ROSTONE CORP.
INTO REUNION INDUSTRIES, INC.**

1. Reunion Industries, Inc., which is a business corporation incorporated under the laws of the State of Delaware and is the owner of all of the outstanding shares of Oneida Rostone Corp., which is a business corporation incorporated under the laws of the State of New York, hereby merges Oneida Rostone Corp. into Reunion Industries, Inc. pursuant to the provisions of the Business Corporation Law of the State of New York and to the provisions of the General Corporation Law of the State of Delaware.

2. The number of outstanding shares of Oneida Rostone Corp. is 601 shares of common stock and 80,000 shares of preferred stock, all of which are owned by Reunion Industries, Inc.

3. The separate existence of Oneida Rostone Corp. shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the State of New York; and Reunion Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The issued shares of Oneida Rostone Corp. on shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Reunion Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

20003/400/09

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Oneida Rostone Corp.

19960204/25

(a New York corporation)

into

Reunion Industries, Inc.

200003/400/09

(a Delaware corporation)

APPROVED & FILED

INDIANA SECRETARY OF STATE

Handwritten signature or mark.

It is hereby certified that:

1. Reunion Industries, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Oneida Rostone Corp. ("ORC"), which is a business corporation of the State of New York.
3. The laws of the jurisdiction of organization of ORC permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges ORC into the Corporation ("ORC Merger").
5. The following is a copy of the resolutions adopted on March __, 2000 by the Board of Directors of the Corporation to merge the said ORC into the Corporation:

BE IT RESOLVED, that the Plan of Merger substantially in the form attached hereto as Exhibit A setting forth the terms and conditions of the ORC Merger be, and it is, approved and adopted; and

RESOLVED FURTHER, that ORC be merged into this Corporation pursuant to the terms and conditions set forth in the Plan of Merger, and that all of the estate, property, rights, privileges, powers, and franchises of ORC be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by ORC in its name; and

RESOLVED FURTHER, that this Corporation assume all of the obligations of ORC; and

RESOLVED FURTHER, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of the State of New York and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of ORC and of this Corporation and in any other appropriate jurisdiction.

RESOLVED FURTHER, that the proper officers of each corporation be and each of them hereby is authorized to execute as necessary, in the name and on behalf of each corporation, the Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware and the Certificate of Merger with the Secretary of State of New York (collectively the "Merger Certificates"), with such changes as the officer(s) executing the Merger Certificates shall approve, their due execution of the Merger Certificates to be conclusive evidence of their approval of such changes;

RESOLVED FURTHER, that the proper officers of each corporation be and each of them hereby is authorized to execute and deliver such other documents and take such other action that may be necessary, convenient or appropriate to consummate the ORC Merger and to fully carry out the purposes and intents of the foregoing resolutions.

Executed on March __, 2000

REUNION INDUSTRIES, INC.

BY: *Richard L Evans*
NAME: *Richard L Evans*
TITLE: *Executive Vice President*

**PLAN OF MERGER
OF ONEIDA ROSTONE CORPORATION
INTO REUNION INDUSTRIES, INC.**

1. Reunion Industries, Inc., which is a business corporation incorporated under the laws of the State of Delaware and is the owner of all of the outstanding shares of Oneida Rostone Corporation, which is a business corporation incorporated under the laws of the State of New York, hereby merges Oneida Rostone Corporation into Reunion Industries, Inc. pursuant to the provisions of the Business Corporation Law of the State of New York and to the provisions of the General Corporation Law of the State of Delaware.

2. The number of outstanding shares of Oneida Rostone Corporation is 601 shares of common stock and 80,000 shares of preferred stock, all of which are owned by Reunion Industries, Inc.

3. The separate existence of Oneida Rostone Corporation shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the State of New York; and Reunion Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The issued shares of Oneida Rostone Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Reunion Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.