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05-09-2005



RECOF
TRADEMARK 102997599

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Wilkinson Manufacturing Company

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wilkinson Industries, Inc.

Internal Address: _____

Address: _____

Street Address: Twelfth and Madison Streets

City: Fort Calhoun

State: Nebraska

Country: USA Zip: 68023

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 12/28/2004

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,257,204 2,878,745 1,769,342

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Jeffrey G. Mote

Internal Address: Greenberg Traurig, LLP

Suite 2500

Street Address: 77 W. Wacker Drive

City: Chicago

State: IL Zip: 60601-1732

Phone Number: (312) 456-5202

Fax Number: (312) 456-8435

Email Address: motej@gtlaw.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 215.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-2428

Authorized User Name Jeffrey G. Mote

9. Signature:

Jeffrey G. Mote

Signature

May 3, 2005

Date

05/06/2005 BYRNE 00000016 2257204

01 FC:8521
02 FC:8522

40.00 Fee of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

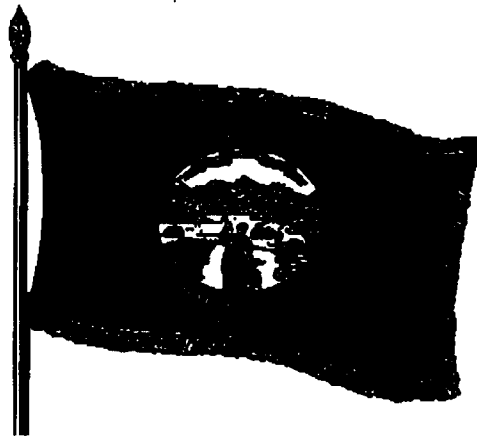
Continuation of Item No. 4
B. Trademark Registration No.(s)

1,334,359
2,785,995
2,586,359
1,523,042
1,523,541

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STATE OF

NEBRASKA



**United States of America,
State of Nebraska } ss.**

**Department of State
Lincoln, Nebraska**

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Merger of

WILKINSON MANUFACTURING COMPANY

**a Nebraska corporation with registered office located in LINCOLN,
Nebraska, merging into**

WILKINSON INDUSTRIES, INC.

**a Delaware corporation not qualified in Nebraska as filed in this office
on December 29, 2004, to become effective on December 31, 2004.**

In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on December 29, 2004.**



John A. Gale
SECRETARY OF STATE



**ARTICLES AND PLAN OF MERGER
OF
WILKINSON MANUFACTURING COMPANY, a Nebraska corporation
AND
WILKINSON INDUSTRIES, INC., a Delaware corporation**

To the Secretary of State
State of Nebraska

Pursuant to the provisions of the Business Corporation Act of the State of Nebraska governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Nebraska, and which is subject to the provisions of the Business Corporation Act of the State of Nebraska, is Wilkinson Manufacturing Company.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Wilkinson Industries, Inc.

3. The number of outstanding shares of Wilkinson Manufacturing Company is 1,667.67, all of which are of one class, and all of which are owned by Wilkinson Industries, Inc.

4. The following is the Plan of Merger for merging Wilkinson Manufacturing Company into Wilkinson Industries, Inc. as approved by the resolution of the Board of Directors of Wilkinson Industries, Inc. Approval of the shareholders was not required.

"A. Wilkinson Industries, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Wilkinson Manufacturing Company which is a business corporation of the State of Nebraska and the subsidiary corporation, hereby merges Wilkinson Manufacturing Company into Wilkinson Industries, Inc. pursuant to the provisions of the Business Corporation Act of the State of Nebraska and pursuant to the provisions of the laws of the jurisdiction of organization of Wilkinson Industries, Inc.

"B. The separate existence of Wilkinson Manufacturing Company shall cease at the effective time and date of the merger pursuant to the provisions of the Business Corporation Act of the State of Nebraska; and Wilkinson Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"C. The issued shares of Wilkinson Manufacturing Company shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

"D. The Board of Directors and the proper officers of Wilkinson Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute,

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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.

"E. The effective time of this Plan of Merger shall be 5:00 P.M. Central Standard Time on December 31, 2004."

5. Wilkinson Industries, Inc. is the owner of all of the issued shares of Wilkinson Manufacturing Company, and Wilkinson Industries, Inc. waived the mailing of a copy of the Plan of Merger.

6. The laws of the jurisdiction of organization of Wilkinson Industries, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Wilkinson Industries, Inc.; and the merger of Wilkinson Manufacturing Company into Wilkinson Industries, Inc. is in compliance with the laws of the jurisdiction of organization of Wilkinson Industries, Inc.

7. The effective time and date in the State of Nebraska of the Merger shall be at 5:00 P.M. Central Standard Time on December 31, 2004.

[signature page follows]

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Executed on December 28, 2004.

WILKINSON INDUSTRIES, INC.

By Wayne Kocourek
Name: Wayne Kocourek
Title: Chairman of the Board

WILKINSON MANUFACTURING COMPANY

By Wayne Kocourek
Name: Wayne Kocourek
Title: Chairman of the Board

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