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RECORDABLE
TRADEMARK
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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

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

Execution Date(s) 12/28/2004

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

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)

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 00000015 2257204

01 FC:8521
02 FC:8522

40.00 OF
175.00 OF
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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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

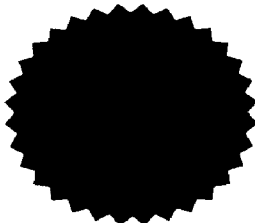
"WILKINSON MANUFACTURING COMPANY", A NEBRASKA CORPORATION, WITH AND INTO "WILKINSON INDUSTRIES, INC." UNDER THE NAME OF "WILKINSON INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 10:39 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3788979 8100M

040948073



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3583584

DATE: 12-29-04

TRADEMARK
REEL: 003157 FRAME: 0112

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
WILKINSON MANUFACTURING COMPANY, a Nebraska corporation
INTO
WILKINSON INDUSTRIES, INC., a Delaware corporation**

It is hereby certified that:

1. Wilkinson Industries, Inc. is a business corporation of the State of Delaware.
2. Wilkinson Industries, Inc. is the owner of all of the outstanding shares of the only class of stock Wilkinson Manufacturing Company, which is a business corporation of the State of Nebraska.
3. The laws of the jurisdiction of organization of Wilkinson Manufacturing Company permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. Wilkinson Industries, Inc. hereby merges Wilkinson Manufacturing Company into the Wilkinson Industries, Inc.
5. The following is a copy of the Plan of Merger adopted on December 28, 2004 by the Board of Directors of Wilkinson Industries, Inc. to merge Wilkinson Manufacturing Company into Wilkinson Industries, Inc.:

"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, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become

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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."

[signature page follows]

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IN WITNESS WHEREOF, Wilkinson Industries, Inc. has caused this certificate to be signed by an authorized officer, this 28 day of December, 2004.

WILKINSON INDUSTRIES, INC.

Attest: *Donald Piazza*
Assistant Secretary
Donald Piazza

By: *Wayne Kocourek*
Chairman of the Board
Wayne Kocourek

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