

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/07/2006		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Rath Manufacturing Co., Inc.		02/07/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	RathGibson, Inc.		
Street Address:	2025 Foster Avenue		
City:	Janesville		
State/Country:	WISCONSIN		
Postal Code:	53547		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	1392943	RATH MICRO WELD	
Registration Number:	1397380	MICRO WELD	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 756-2132		
Email:	Scott.Kareff@srz.com		
Correspondent Name:	Scott M. Kareff		
Address Line 1:	919 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	099981/1192		
NAME OF SUBMITTER:	Scott M. Kareff		
Signature:	/es for smk/		

CH \$65.00 1392943

Date:

02/07/2006

**Total Attachments: 3**

source=Merger#page1.tif

source=Merger#page2.tif

source=Merger#page3.tif

# Delaware

PAGE 1

*The First State*

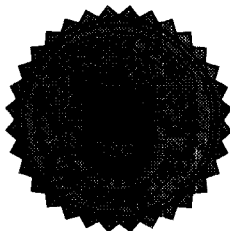
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RATH MANUFACTURING CO., INC.", A DELAWARE CORPORATION, WITH AND INTO "RATHGIBSON, INC." UNDER THE NAME OF "RATHGIBSON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 2:06 O'CLOCK P.M.

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

3038817 8100M

060115898



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4506374

DATE: 02-07-06

TRADEMARK  
REEL: 003242 FRAME: 0356

CERTIFICATE OF MERGER  
OF  
RATH MANUFACTURING CO., INC.  
INTO  
RATHGIBSON, INC.

Pursuant to Title 8, Section 251 of the General Corporation Law of the State of Delaware, RathGibson, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** The name and state of incorporation of each of the constituent corporations (together, the "Constituent Corporations") is as follows:

RathGibson, Inc., a Delaware corporation, and

Rath Manufacturing Co., Inc., a Delaware corporation.

**SECOND:** That an Agreement and Plan of Merger, dated as of February 7, 2006 (the "Agreement"), between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation is RathGibson, Inc., a Delaware Corporation.

**FOURTH:** That the Certificate of Incorporation of RathGibson, Inc., as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement is on file at an office of the surviving corporation. The address of such office of the surviving corporation is 2025 Foster Avenue, Janesville, Wisconsin 53547.

**SIXTH:** That a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the Constituent Corporations.

**SEVENTH:** That this Certificate of Merger shall be effective as of the time of its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, RathGibson, Inc. has caused this Certificate of Merger to be signed by an authorized officer as of this 7<sup>th</sup> day of February, 2006.

RATHGIBSON, INC.

By:  \_\_\_\_\_

Name: Harley B. Kaplan

Title: President & Chief Executive Officer

Certificate of Merger