

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/07/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rath Manufacturing Co., Inc.		02/07/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RathGibson, Inc.
Street Address:	2025 Foster Avenue
City:	Janesville
State/Country:	WISCONSIN
Postal Code:	53547
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1392943	RATH MICRO WELD
Registration Number:	1397380	MICRO WELD

CORRESPONDENCE DATA

Fax Number: (608)257-1507
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (608) 257-7766
 Email: docket_tlong@lathropclark.com
 Correspondent Name: Theodore J. Long
 Address Line 1: 740 Regent Street
 Address Line 2: Suite 400
 Address Line 4: Madison, WISCONSIN 53715

ATTORNEY DOCKET NUMBER:	RATHMAN-1
NAME OF SUBMITTER:	Theodore J. Long

CH \$65.00 1392943

Signature:

/theodore j long/

Date:

05/18/2006

Total Attachments: 3

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Delaware

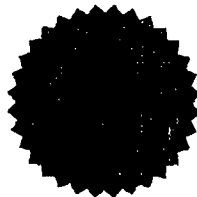
PAGE 1

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 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

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:06 PM 02/07/2006
FILED 02:06 PM 02/07/2006
SRV 060115898 - 3038817 FILE

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.

10043113.1

IN WITNESS WHEREOF, RathGibson, Inc. has caused this Certificate of Merger to be signed by an authorized officer as of this 2nd day of February, 2006.

RATHGIBSON, INC.

By: 
Name: Harley B. Kaplan
Title: President & Chief Executive Officer

Certificate of Merger