

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fosmart, Inc.		12/06/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	L.B. Foster Company
Street Address:	415 Holiday Drive
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15220
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1587440	ALLEGHENY
Registration Number:	0874026	FASTER FROM FOSTER
Registration Number:	0874905	
Registration Number:	1113882	FOSTER
Registration Number:	1090123	TEMPRANGE
Registration Number:	1106918	TEMPRANGE
Registration Number:	1107647	TEMPRANGE

CORRESPONDENCE DATA

Fax Number: (215)635-7212
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-690-3830
 Email: gtannenbaum@fsalaw.com
 Correspondent Name: Gary Tannenbaum

OP \$190.00 1587440

Address Line 1: 7848 Old York Road
Address Line 2: Suite 200
Address Line 4: Elkins Park, PENNSYLVANIA 19027

ATTORNEY DOCKET NUMBER:	LB FOSTER #7838
NAME OF SUBMITTER:	Gary Tannenbaum, Esq.
Signature:	/gary tannenbaum/
Date:	01/22/2008

Total Attachments: 5
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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:

"FOSMART, INC.", A DELAWARE CORPORATION,

WITH AND INTO "L. B. FOSTER COMPANY" UNDER THE NAME OF "L. B. FOSTER COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:11 O'CLOCK A.M.

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



4482270 8100M

071376204

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6273731

DATE: 12-31-07

TRADEMARK
REEL: 003701 FRAME: 0144

**CERTIFICATE OF OWNERSHIP
AND MERGER OF
FOSMART, INC.
INTO
L. B. FOSTER COMPANY**

(Pursuant to 8 Del. C. § 253)

L. B. Foster Company (the "Corporation"), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, does hereby certify as follows:

FIRST: The Corporation was incorporated in the Commonwealth of Pennsylvania, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

SECOND: The Corporation owns all of the issued and outstanding shares of the capital stock of Fosmart, Inc., a Delaware corporation ("Fosmart").

THIRD: The Corporation, by the following resolutions duly adopted by its Board of Directors on December 6, 2007, determined to merge Fosmart with and into itself, with the Corporation being the surviving corporation in such merger:

WHEREAS, the Board has previously approved the merger of the Corporation's wholly-owned subsidiary, Natmaya, Inc., with and into the Corporation (the "Natmaya Merger"); and

WHEREAS, upon consummation of the Natmaya Merger, the Corporation shall be the owner of all issued and outstanding shares of capital stock of Fosmart, Inc. ("Fosmart"); and

WHEREAS, the Corporation desires to merge Fosmart with and into itself whereby the Corporation will continue as the surviving entity, pursuant to the provisions of 8 Del. C. § 253 and a Plan of Merger ("Plan of Merger") in substantially the form previously reviewed by the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board has determined that it is advisable and in the best interests of the Corporation and its shareholders that Fosmart be merged with and into the Corporation (the "Merger") pursuant to the Plan of Merger; and be it

FURTHER RESOLVED, that the Merger and the terms and conditions of the Plan of Merger, which has been previously delivered to and reviewed by the Board of Directors, be, and they hereby are, adopted and approved in all respects; and be it

FURTHER RESOLVED, that the Corporation shall be authorized to enter into and perform its obligations under the Plan of Merger and each document, certificate and instrument required by any of the Plan of Merger, the Delaware General Corporation Law, the Pennsylvania Business Corporation Law of 1988 or any other applicable laws to effect the Merger; and be it

FURTHER RESOLVED that, each of the Chief Executive Officer, the President and any Vice President of the Corporation (each an "Authorized Officer") be, and each of them hereby is, authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, the Plan of Merger; and be it

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to execute and certify a Certificate of Ownership and Merger setting forth a copy of these preambles and resolutions, and to cause the same to be filed with the Delaware Secretary of State and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said Merger; and be it

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to execute and certify Articles of Merger to which the Plan of Merger shall be attached, and to cause the same to be filed with the Pennsylvania Secretary of State and to do all acts and things, whatsoever, whether within or without the Commonwealth of Pennsylvania, which may be in any way necessary or appropriate to effect said Merger; and be it

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute all such additional instruments and documents in the name and on behalf of the Corporation and to affix the seal of the Corporation to any document described in these resolutions or to any such additional

instrument or document and to attest to such seal, to effectuate these resolutions, and to pay all such costs and expenses as in his judgment shall be necessary, proper or advisable in order to carry out the intent and accomplish the purposes of these resolutions, and to take all such further action as shall, in his judgment, be necessary or appropriate in order to carry out the intent and accomplish the purposes of these preambles and resolutions, the approval thereof to be conclusively evidenced by the taking of such action; and be it

FURTHER RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing preambles and resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and be it

FURTHER RESOLVED, that these Resolutions may be executed and delivered in any number of counterparts and by facsimile, each of which shall be deemed to be an original, but all such counterparts together shall constitute one and the same instrument.

FOURTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at: L. B. Foster Company, 415 Holiday Dr., Pittsburgh, PA 15220, ATTN: General Counsel.

FIFTH: The effective time and date of the merger herein provided for shall be the date and time when this Certificate of Ownership and Merger is filed with the Delaware Secretary of State.

[Execution Page Follows]

In Witness Whereof, L. B. Foster Company, a Pennsylvania corporation, has caused this Certificate of Ownership and Merger to be signed by David L. Voltz, Vice President, this 31st day of December, 2007.

L. B. FOSTER COMPANY

By: DLV
Name: David L. Voltz
Title: Vice President