

06-29-2010



103600770

To the Director of the U. S. Patent and Trademark Office

Documents or the new address(es) below.

6/28/10

1. Name of conveying party(ies):

Unit Rail Anchor Company, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- 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) October 1, 2008

- 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: AMSTED Rail Company Inc.

Internal

Address: 311 S. Wacker Drive, Suite 5300

Street Address: \_\_\_\_\_

City: Chicago

State: Illinois

Country: USA Zip: 60606

- 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)

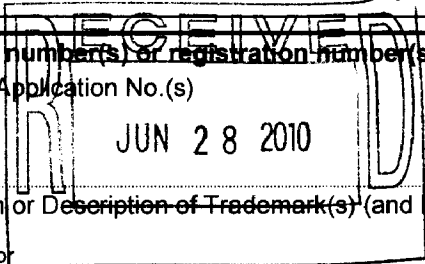
B. Trademark Registration No.(s)

3,087,104

Additional sheet(s) attached?  Yes  No

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

Unit Rail Anchor



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

Name: AMSTED Industries Incorporated

Internal Address: Edward J. Brosius

Street Address: Two Prudential Plaza

180 N. Stetson St., Suite 1800

City: Chicago

State: Illinois Zip: 60601

Phone Number: 312-819-8482

Fax Number: 312-819-8484

Email Address: ebrosius@amsted.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

06/28/2010 NJAMA1 00000053 3087104  
Deposit Account Number 01-1780

01 FC:8521  
Authorized User Name AMSTED Industries Inc. 40.00

9. Signature:

Edward J. Brosius  
Signature

6-29-2010  
Date

Edward J. Brosius  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

June 2, 2010

**CERTIFICATION**

Edward J. Brosius, on oath, states that he is Assistant General Counsel and Assistant Secretary of AMSTED Industries Incorporated and is authorized to certify that the attached is a true and correct copy of the Certificate of Merger, which merges Amsted Rail Company, Inc., Brenco, Incorporated, Griffin Wheel Company, Inc., Unit Rail Anchor Company, with and into ASF-Keystone, Inc., under the name of Amsted Rail Company Inc., dated October 1, 2008.



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Edward J. Brosius  
Assistant General Counsel  
and Assistant Secretary

TRADEMARK

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMSTED RAIL COMPANY, INC.", A DELAWARE CORPORATION,  
"BRESCO, INCORPORATED", A VIRGINIA CORPORATION,  
"GRIFFIN WHEEL COMPANY, INC.", A DELAWARE CORPORATION,  
"UNIT RAIL ANCHOR COMPANY, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ASF-KEYSTONE, INC." UNDER THE NAME OF "AMSTED RAIL COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2008, AT 11:14 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2008, AT 12:01 O'CLOCK A.M.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6895470

DATE: 10-06-08

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**CERTIFICATE OF MERGER**  
**OF**  
**BRENCO, INCORPORATED**  
**GRIFFIN WHEEL COMPANY, INC.**  
**UNIT RAIL ANCHOR COMPANY, INC.**  
**AMSTED RAIL COMPANY, INC.**  
**AND**  
**ASF-KEYSTONE, INC.**

**(Pursuant to Section 252 of the General Corporation Law of the State of Delaware)**

ASF-Keystone, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Brenco, Incorporated, which is incorporated under the laws of the Commonwealth of Virginia;
  - (ii) Griffin Wheel Company, Inc., which is incorporated under the laws of the State of Delaware;
  - (iii) Unit Rail Anchor Company, Inc., which is incorporated under the laws of the State of Delaware;
  - (iv) Amsted Rail Company, Inc., which is incorporated under the laws of the State of Delaware; and
  - (v) ASF-Keystone, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations above in accordance with Section 252 of the General Corporation Law of the State of Delaware.
3. The surviving corporation in the merger herein certified is ASF-Keystone, Inc., which will continue its existence as a corporation incorporated under the laws of the State of Delaware but shall change its name to "Amsted Rail Company, Inc." as provided in this certificate.

4. The Certificate of Incorporation of ASF-Keystone, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, except that Article First of shall be amended to read as follows at the effective date and time of the merger:

"The name of the corporation is Amsted Rail Company, Inc."

Such Certificate of Incorporation shall continue in full force and effect until further amended and changed pursuant to the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger among the constituent corporations above is on file at an office of the surviving corporation, the address of which is as follows:

Amsted Rail Company, Inc.  
181 West Madison Street, 32<sup>nd</sup> Floor  
Chicago, IL 60606  
Attention: Secretary

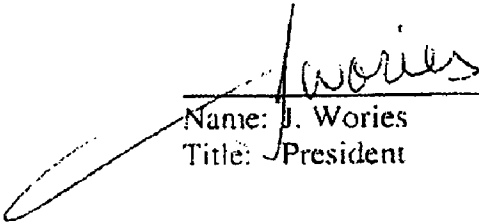
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The terminating constituent corporation Brenco, Incorporated, a Virginia corporation, has authority to issue 1000 shares of stock, par value \$1.00 per share.

8. The merger herein certified shall be effective as of 11:59 p.m. on September 30, 2008.

Dated as of September 29, 2008

ASF-KEYSTONE, INC.

  
Name: J. Worries  
Title: President

CH135842466.4