

05-26-1999

FORM PTO-

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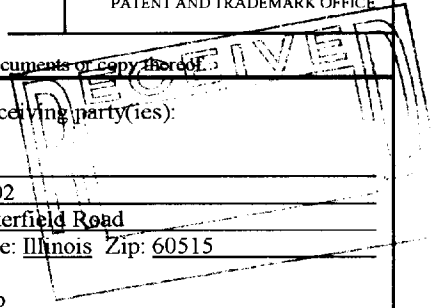


U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

101047389

To the Honorable Commissioner of Patent

Documents or copy thereof



1. Name of conveying party(ies):
ABC Rail Products Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 19, 1999

2. Name and address of receiving party(ies):

Name: ABC-NACO Inc.
Internal Address: Suite 502
Street Address: 2001 Butterfield Road
City: Downers Grove State: Illinois Zip: 60515

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s).

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See Attached List

Additional numbers attached: Yes No

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

Name: Jeffrey R. Gray
Internal Address: Lee, Mann, Smith, McWilliams, Sweeney & Ohlson
Street Address: P.O. Box 2786
City: Chicago State: Illinois Zip: 60690-2786

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41) \$ 590.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

12-0913

(Attach duplicate copy of this form if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jeffrey R. Gray

Name of Person Signing

Signature

Date

5-18-99

Total number of pages comprising cover sheet 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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01 FC:481
02 FC:482

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TRADEMARK
REEL: 001901 FRAME: 0982

TRADEMARKS

Trademark Registration Nos.

74,793
169,851
173,737
405,142
422,784
423,512
682,840
706,620
719,136
721,875
740,527
747,472

Trademark Registration Nos.

974,281
1,004,189
1,006,266
1,509,921
1,510,875
1,510,876
1,917,830
1,921,481
1,921,861
1,988,969
2,006,646

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ABC RAIL PRODUCTS CORPORATION", CHANGING ITS NAME FROM "ABC RAIL PRODUCTS CORPORATION" TO "ABC-NACO INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1999, AT 11:11 O'CLOCK A.M.



2118367 8100
991126175

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9664380

AUTHENTICATION:

04-01-99

DATE:

TRADEMARK
REEL: 001901 FRAME: 0984

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ABC RAIL PRODUCTS CORPORATION**

ABC Rail Products Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous approval at a meeting of the Directors, evidenced by board resolutions and approval of the requisite vote of each class of stockholders, has duly adopted the following resolutions proposing and declaring necessary, advisable and appropriate the following amendments to the Restated Certificate of Incorporation of the Corporation:

RESOLVED: that the Board has determined that it is in the best interests of the Corporation's stockholders to increase the number of Directors from seven to eight members;

FURTHER

RESOLVED: that the Board has determined that it is in the best interests of the Corporation's stockholders to initially classify the members of the Board into two classes each of two Directors, the term of office of such classes expiring at the annual election of directors of the Corporation in 1999 and 2000, respectively, and one class of four Directors, the term of office in such class expiring at the annual election of directors of the Corporation in 2001;

FURTHER

RESOLVED: that Article First of the Restated Certificate of Incorporation of the Corporation, as amended to date, be restated in its entirety to read:

"The name of the Corporation is ABC-NACO Inc."

FURTHER

RESOLVED: that an Article Eleventh be added to the Restated Certificate of Incorporation of the Corporation, as amended to date, in its entirety to read:

ELEVENTH: (a) The number of directors comprising the Board shall not exceed eight (8) members and the number of directors in each class of directors shall be fixed from time to time by or in the manner provided in the Corporation's By-Laws.

(b) The Board shall be divided into three classes of directors with the term of office of directors in the first class (Class I) to expire at the annual election of directors of the Corporation in 1999, the term of office of directors of the second class (Class II) to expire at the annual election of directors of the Corporation in 2000, and the term of office of the directors of the third class (Class III) to expire at the annual election of directors of the Corporation in 2001. The initial directors shall be as follows: the initial directors of Class I shall be James E. Martin and Willard H. Thompson; the initial directors of Class II shall be Richard A. Drexler and George W. Peck IV; the initial directors of Class III shall be Daniel W. Duval, Jean-Pierre M. Ergas, Donald W. Grinter and Joseph A. Seher. Each of the initial directors shall hold office until his or her respective successor is elected and qualified, except as required by law. At each annual election of directors of the Corporation, directors chosen to succeed those whose terms then expire shall be elected for a term of office expiring at the third succeeding annual election of directors of the Corporation occurring after their election. At each annual election of the directors of the Corporation, the successors to the class of directors whose term expires at that meeting will be elected by plurality vote of all votes cast at such election. If a director resigns, dies, or otherwise leaves office prior to the expiration of his or her term, a new director will be elected to fulfill the remainder of that term. Election of directors of the Corporation must be by written ballot.

(c) Notwithstanding anything contained in this Restated Certificate of Incorporation, as amended, to the contrary, the affirmative vote of the holders of at least 66²/₃% of the voting power of the outstanding stock of the Corporation entitled to vote in the election of the directors of the Board, voting together as a single class, is required to amend or repeal, or adopt any provision inconsistent with, this Article Eleventh. The amendment or repeal of, or the adoption of any provision inconsistent with, this Article Eleventh must be by written ballot.

SECOND: That the aforesaid amendments have been duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

THIRD: That the aforesaid amendments shall become effective contemporaneously with the effective date of the merger between ABCR Acquisition Subsidiary, Inc. and NACO, Inc. pursuant to the Agreement and Plan of Merger, dated as of September 17, 1998, as amended and restated as of December 10, 1998, and as further amended as of February 16, 1999, by and among the Corporation, NACO, Inc. and ABCR Acquisition Subsidiary, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its it duly authorized officer as of this 19th day of February, 1999

ABC RAIL PRODUCTS CORPORATION

By: _____

Name: James P. Singsank

Title: Secretary

CH: 1034827v2

-3-

RECORDED: 05/21/1999

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