

05-09-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Lorain Tubular Company, LLC 3-7-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other limited liability company - Delaware

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: December 17, 2001

2. Name and address of receiving party(ies)

Name: United States Steel Corporation Internal Address: Legal Department

Street Address: 600 Grant Street

City: Pittsburgh State: PA Zip: 15219

- 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) 2473263

Additional number(s) attached Yes No

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

Name: Richard J. Colella, Esq.

Internal Address: Colella & Kolczun, P.L.L.

Street Address: 6055 Park Square Drive

City: Lorain State: Ohio Zip: 44053

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page 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.

Thomas A. Coughlin

Signature

Date

Total number of pages including cover sheet, attachments, and document: 9

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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# Delaware

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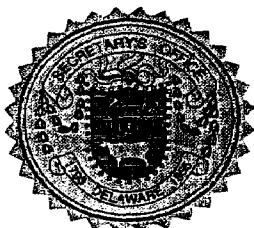
*The First State*

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

"LORAIN TUBULAR COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "UNITED STATES STEEL CORPORATION" UNDER THE NAME OF "UNITED STATES STEEL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1574238

DATE: 01-23-02

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**CERTIFICATE OF MERGER**

**OF**

**LORAIN TUBULAR COMPANY, LLC**

**INTO**

**UNITED STATES STEEL CORPORATION**

Pursuant to Section 264 of the General  
Corporation Law of the State of Delaware

FIRST: The names and states of domicile of the constituent entities to this merger are as follows:

<u>NAME:</u>	<u>STATE</u>
United States Steel Corporation	Delaware
Lorain Tubular Company, LLC	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of December 17, 2001, by and between United States Steel LLC (the predecessor to United States Steel Corporation) and Lorain Tubular Company, LLC (the "Agreement"), providing for the merger (the "Merger") of Lorain Tubular Company, LLC with and into United States Steel Corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the corporation surviving the Merger is United States Steel Corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement is on file at an office of the Surviving Corporation at 600 Grant Street, Pittsburgh, PA, 15219-2800. A copy of the Agreement will be provided, upon request and without cost, to any stockholder or member of either constituent entity.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:31 AM 12/31/2001  
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SIXTH: Pursuant to Section 103(d) of the DGCL, this Certificate of Merger shall be effective at 12:01 a.m. on January 1, 2002.

IN WITNESS WHEREOF, United States Steel Corporation has caused this Certificate of Merger to be executed in its corporate name this 31<sup>st</sup> day of December, 2001.

UNITED STATES STEEL CORPORATION

By:   
G. R. Haggerty  
Authorized Officer

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 17, 2001 between United States Steel LLC, a Delaware limited liability company, to be converted into a Delaware corporation named United States Steel Corporation ("USS" or "United States Steel Corporation"), and Lorain Tubular Company, LLC, a Delaware limited liability company and a wholly owned subsidiary of USS ("Lorain"). USS and Lorain are hereinafter sometimes collectively referred to as the "Constituent Entities."

WHEREAS, USS is the sole member of Lorain and owns 100% of the issued and outstanding common interests in Lorain (the "Common Interests");

WHEREAS, each of USS and Lorain desires to merge Lorain with and into USS (the "Merger") pursuant to the DLLCA and the Delaware General Corporation Law (the "DGCL") and pursuant to the terms and conditions set forth in this Merger Agreement; and

WHEREAS, USS will file a certificate of conversion with the Secretary of State of the State of Delaware, effecting the conversion of USS from a limited liability company to a corporation, prior to the effective time (as defined below) of the Merger; and

WHEREAS, the Board of Directors of USS and the Board of Directors of Lorain have each, by resolutions duly adopted, approved and adopted this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for the purpose of merging Lorain with and into USS, and setting forth certain terms and conditions of the Merger and the mode of carrying the same into effect, USS and Lorain hereby agree as follows:

1. Merger. At the Effective Time (as defined below), upon the terms and subject to the conditions of this Agreement and in accordance with Section 264 of the DGCL and Section 18-209 of the DLLCA, Lorain shall be merged with and into United States Steel Corporation. Following the Merger, United States Steel Corporation shall continue as the surviving corporation (the "Surviving Corpora-

tion") and the separate existence of Lorain shall cease in accordance with the DGCL and the DLLCA.

2. Effects of the Merger. The Merger shall have the effects set forth in Section 259 of the DGCL and Section 18-209(g) of the DLLCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all properties, rights, privileges, powers and franchises of Lorain shall vest in United States Steel Corporation, and all debts, liabilities and duties of Lorain shall become the debts, liabilities and duties of United States Steel Corporation.

3. Organizational Documents. The certificate of incorporation of United States Steel Corporation and the by-laws of United States Steel Corporation, each as in effect immediately prior to the Effective Time, shall be the certificate of incorporation and by-laws of the Surviving Corporation, respectively, until thereafter amended as provided by the DGCL and such certificate of incorporation and by-laws;

4. Directors. The directors of United States Steel Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time and shall hold office until their respective successors are duly elected or appointed and qualified in the manner provided for in the certificate of incorporation and by-laws of the Surviving Corporation, or as otherwise provided by the DGCL.

5. Officers. The officers of United States Steel Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time until the earlier of their resignation or removal or until their successors are duly elected or appointed and qualified in the manner provided for in the certificate of incorporation and by-laws of the Surviving Corporation, or as otherwise provided by the DGCL

6. Effective Time. The Merger shall become effective at 12:01 a.m. on January 1, 2002 or at such other date and time as may be specified in the Certificate of Merger filed with the Secretary of State of the State of Delaware.

7. Effect on Capital Stock and Common Interests.

(a) At the Effective Time, each of the issued and outstanding shares of capital stock of United States Steel Corporation shall remain outstanding, unaffected by the Merger.

(b) At the Effective Time, each of the issued and outstanding Common Interests shall automatically be canceled and retired and shall cease to exist, without payment of any consideration therefor.

8. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Lorain such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Lorain and otherwise to carry out the purposes of this Merger Agreement, and the directors and officers of the Surviving Entity are fully authorized in the name and on behalf of Lorain or otherwise to take any and all such action to execute and deliver any and all such deeds and other instruments.

9. Amendment and Modification. This Merger Agreement may be amended or modified at any time by the parties hereto, but only pursuant to an instrument in writing signed by the parties.

10. Entire Agreement; Assignment. This Merger Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter hereof.

11. Validity. The invalidity or unenforceability of any term or provision of this Merger Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions in any other situation or in any other jurisdiction.

12. Governing Law. This Merger Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule thereof.

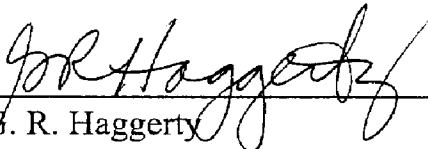
13. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, this Merger Agreement nor in any way affect this Merger Agreement.

14. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.




IN WITNESS WHEREOF, United States Steel LLC and Lorain Tubular Company, LLC have caused this Merger Agreement to be signed by their respective duly authorized persons as of the date first above written.

UNITED STATES STEEL LLC

By:   
G. R. Haggerty  
Vice President - Accounting & Finance

LORAIN TUBULAR COMPANY, LLC

By:   
Name: R. M. Stanton  
Title: Vice President