

R

10-11-2002

3ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



102247660

20-11-02

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

1. Name of conveying party(ies):
Pengo Corporation

Individual
 General Partnership
 Corporation-California

Association
 Limited Partnership
 Other

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 7, 2001

2. Name and Address of receiving party(ies):
 Name: Pengo Corporation
 Internal Address:
 Street Address: 710 Zwissig Way
 City: Union City State: CA Zip: 94587 Country: U.S.A

Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)
 Sec Exhibit A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Roger Knapp
 Internal Address: Sidley Austin Brown & Wood LLP
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201


6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41).....\$390
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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.

Roger Knapp
 Name of Person Signing  Signature
 October 9, 2002 Date
 Total number of pages comprising cover sheet 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

10/11/2002 6T0M11 00000164 181260 2057297

01 FC:481 40.00 CH
02 FC:482 350.00 CH

TRADEMARK
REEL: 002596 FRAME: 0793

EXHIBIT A

<u>MARK</u>	<u>REG. NO.</u>	<u>STATUS</u>
TRI FLOW	2,057,297	Registered
AGGRESSOR	2,063,111	Registered
RIDGE BREAKER (& DESIGN)	2,141,866	Registered
ROCK RIPPER	1,865,171	Registered
RIBD-RUBR-LOK	1,820,996	Registered
ROCK RIPPER (& DESIGN)	1,865,169	Registered
TUF-GO	1,759,491	Registered
BIDENT	899,176	Expired
PENGO (& DESIGN)	936,981	Renewed
RUBBER LOCK	817,354	Renewed
RUBR-LOK	816,957	Renewed
PENGO (STYLIZED)	678,840	Renewed
DRIVLUG	722,821	Cancelled
PENGO SERVICE FROM POLE TO POLE (& DESIGN)	678,841	Expired
PENGO SERVICE FROM POLE TO POLE (& DESIGN)	678,791	Expired

CERTIFICATE OF MERGER

OF

PENGO CORPORATION
(A California corporation)

WITH AND INTO

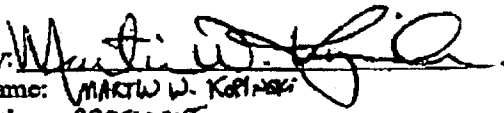
PENGO CORPORATION
(A Delaware corporation)

The undersigned, in accordance with the provisions of Section 252(c) of the Delaware General Corporation Law (the "DGCL"), hereby certify as follows:

1. The names of the corporations which are being merged are Pengo Corporation, a California corporation ("Pengo-CA"), and Pengo Corporation, a Delaware corporation ("Pengo-DE").
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of Pengo-CA and Pengo-DE in accordance with subsection 252(c) of the DGCL.
3. The surviving corporation is Pengo-DE, which shall continue under the name "Pengo Corporation".
4. The certificate of incorporation of Pengo-DE, the surviving corporation, shall be its certificate of incorporation.
5. The effective date (the "Effective Date") of the merger shall be upon the filing of this Certificate of Merger.
6. The executed Agreement of Merger is on file at Pengo-DE's office at 885 Third Avenue, 34th Floor, New York, New York 10022.
7. A copy of the Agreement of Merger shall be furnished by Pengo-DE on request and without cost to any shareholder of Pengo-CA or Pengo-DE.
8. Immediately prior to the Effective Date, Pengo-CA had an authorized capital stock consisting of: 1,000 shares of common stock consisting of nine hundred (900) shares of Class A Common Stock, par value of \$0.001 per share; and one hundred (100) shares of Class B Common Stock, par value \$0.001 per share.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Merger as of Dec. 7, 2001.

PENGO CORPORATION
a Delaware corporation

By: 
Name: MARK W. KELLNER
Title: PRESIDENT