



To the Honorable Commission:

e attached original documents or copy thereof.

5-18-04

1. Name of conveying party(ies): **102750615**

New DD, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation

Other Delaware Limited Liability Company

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: **March 31, 2004**

2. Name and Address of receiving party(ies)

**Douglas Dynamics, L.L.C.
7777 North 73rd Street
P.O. Box 245038
Milwaukee, WI 53224**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other Delaware Limited Liability Company

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).

Please see attached

Additional numbers attached? Yes No

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

**Elaine D. Ziff, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: **20**

7. Total fee (37 CFR 3.41) **\$515**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 217730/1809)

8. Deposit Account No. **19-2385**

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.

Elaine D. Ziff

Name

Elaine D Ziff

Signature

May 18, 2004

Date

Total number of pages including cover sheet, attachments, and document: 4

OPR/FINANCE
MAY 18 2004

CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers

A. Trademark Application No(s).	B. Trademark Registration No(s).
	2194310
	2354584
	1753609
	2158883
	2189880
	890859
	2215270
	813932
	1851301
	1850538
	2179421
	2689397
	2771303
	1272412
	2560043
	1712602
	2608875
	1748153
	2254244
	899620

Delaware

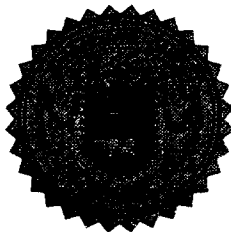
PAGE 1

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 AMENDMENT OF "NEW DD, LLC", CHANGING ITS NAME FROM "NEW DD, LLC" TO "DOUGLAS DYNAMICS, L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2004, AT 1:15 O'CLOCK P.M.

3781861 8100

040241320



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3028460

DATE: 04-01-04

TRADEMARK
REEL: 002972 FRAME: 0077

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
NEW DD, LLC**

James L. Janik hereby certifies that:

FIRST: He is an authorized person of New DD, LLC, a Delaware limited liability company (the "LLC").

SECOND: The date of filing of the LLC's original Certificate of Formation with the Secretary of State of Delaware was March 25, 2004.

THIRD: Article 1 of the Certificate of Formation of this LLC is hereby amended to read in its entirety as follows:

"The name of the limited liability company is:

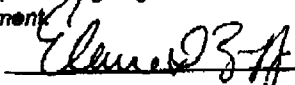
Douglas Dynamics, L.L.C."

FOURTH: This action is taken pursuant to Section 18-202 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Certificate of Formation on the 31st day of March, 2004.


James L. Janik,
Authorized Person

04/09/2004
700077724

Form PTO-1594 (rev 3/1)	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U. S. Department of Commerce Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): New DD, LLC <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - <input checked="" type="checkbox"/> Other: Delaware Limited Liability Company Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and Address of receiving party(ies) Douglas Dynamics, L.L.C. 7777 North 73rd Street P.O. Box 245038 Milwaukee, WI 53224 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other: Delaware Limited Liability Company If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: March 31, 2004		
4. Application number(s) or registration number(s): A. Trademark Application No(s). B. Trademark Registration No(s). Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Elaine D. Ziff, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036	6. Total number of applications/registrations involved: 7. Total fee (37 CFR 3.41) \$ <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 217730/1809)	
DO NOT USE THIS SPACE		
8. Deposit Account No. 19-2385		
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.		
Elaine D. Ziff Name	 Signature	April 9, 2004 Date
Total number of pages including cover sheet, attachments, and document: 3		

Delaware

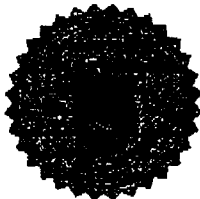
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3028460

DATE: 04-01-04

TRADEMARK
REEL: 002972 FRAME: 0080

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:15 PM 04/01/2004
FILED 01:15 PM 04/01/2004
SRV 040240682 - 3781861 FILE

**CERTIFICATE OF AMENDMENT
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