

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/04/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ESMARK INCORPORATED		08/04/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	SEVERSTAL WHEELING HOLDING COMPANY
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3149221	ESMARK

CORRESPONDENCE DATA

Fax Number: (412)566-6099
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 412/566-6777
 Email: dradack@eckertseamans.com
 Correspondent Name: David V. Radack
 Address Line 1: 600 Grant Street
 Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	288591-00020
NAME OF SUBMITTER:	David V. Radack
Signature:	/David V. Radack/

OP \$40.00 3149221

Date:

09/11/2008

Total Attachments: 11

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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 OWNERSHIP, WHICH MERGES:

"SEVERSTAL WHEELING ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "ESMARK INCORPORATED" UNDER THE NAME OF "SEVERSTAL WHEELING HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2008, AT 3:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF AUGUST, A.D. 2008, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4314696 8100M

080843608

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6771248

DATE: 08-04-08

TRADEMARK
REEL: 003850 FRAME: 0456

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:36 PM 08/04/2008
FILED 03:36 PM 08/04/2008
SRV 080843608 - 4314696 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SEVERSTAL WHEELING ACQUISITION CORP.
(a Delaware corporation)

with and into

ESMARK INCORPORATED
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Severstal Wheeling Acquisition Corp., a Delaware corporation (the "Company"), does hereby certify the following information relating to the merger (the "Merger") of the Company with and into Esmark Incorporated, a Delaware corporation ("Esmark"), on August 4, 2008:

FIRST: The name and state of incorporation of each of the constituent corporations in the Merger are:

<u>Name</u>	<u>State of Incorporation</u>
Severstal Wheeling Acquisition Corp.	Delaware
Esmark Incorporated	Delaware

SECOND: The Company is the owner of at least ninety percent (90%) of the outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Esmark. The Common Stock constitutes the sole outstanding class of capital stock of Esmark.

THIRD: The board of directors of the Company, by unanimous written consent without a meeting in accordance with Section 141(f) of the DGCL, duly adopted on August 4, 2008 the resolutions attached hereto as Exhibit A, which have not been amended or rescinded and are now in full force and effect, and the Company hereby merges with and into Esmark, with Esmark being the surviving corporation (the "Surviving Corporation").

FOURTH: The Merger described in the written consent adopted by the board of directors of the Company attached hereto as Exhibit A was approved by Severstal US Holdings, LLC, a Delaware limited liability company and the sole stockholder of the Company, by written consent without a meeting in accordance with Section 228(a) of the DGCL on August 4, 2008, and such approval has not been amended or rescinded and is now in full force and effect.

FIFTH: At the effective time of the Merger, the name of Surviving Corporation shall become Severstal Wheeling Holding Company.

SIXTH: The Certificate of Incorporation of the Surviving Corporation is hereby amended in its entirety to read as set forth in Annex 1 to the resolutions attached hereto as Exhibit A.

SEVENTH: The Merger will be effective at 11:59 p.m. on the date hereof.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on the date first written above.

SEVERSTAL WHEELING ACQUISITION CORP.

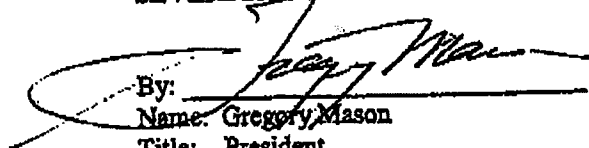
By: 
Name: Gregory Mason
Title: President

EXHIBIT A

**ACTION BY WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
SEVERSTAL WHEELING ACQUISITION CORP.**

August 4, 2008

The undersigned, being all the members of the Board of Directors of Severstal Wheeling Acquisition Corp., a Delaware corporation ("Purchaser"), a wholly-owned subsidiary of Severstal US Holdings, LLC, a Delaware limited liability company ("SUSH"), pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), in lieu of acting at a meeting of the Board of Directors, hereby adopts the following resolutions by written consent:

The Merger

WHEREAS, Purchaser is party to the Agreement and Plan of Merger, dated as of June 25, 2008 (the "Merger Agreement"), by and among Purchaser, OAO Severstal ("Severstal") and Esmark Incorporated, a Delaware corporation ("Esmark"), pursuant to which, on the terms and subject to the conditions set forth therein, Purchaser will be merged with and into Esmark with Esmark continuing as the surviving corporation in such merger;

WHEREAS, Purchaser is the owner of at least 90% of the outstanding shares of the common stock, par value \$0.01 per share, of Esmark (the "Esmark Common Stock"); and

WHEREAS, the Esmark Common Stock is the only class of capital stock of Esmark outstanding.

NOW, THEREFORE, BE IT RESOLVED, that Purchaser be merged with and into Esmark with Esmark continuing as the surviving corporation in such merger (the "Surviving Corporation") and that the Surviving Corporation shall succeed to all rights, privileges, powers and franchises of Purchaser and shall assume all of the obligations of Purchaser (the "Merger");

RESOLVED, that in the event the Merger is approved by SUSH, as sole stockholder of Purchaser, in the manner set forth below, any officer of Purchaser shall execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the DGCL setting forth a copy of these resolutions to merge Purchaser with and into Esmark and the date of adoption hereof, and shall file the same in the office of the Secretary of State of the State of Delaware and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and the Merger shall be effective upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State (such time and date specified in the Certificate of Ownership and Merger, the "Effective Time"), in accordance with Section 103 of the DGCL;

RESOLVED, that at the Effective Time:

(a) Each share of Esmark Common Stock issued and outstanding immediately prior to the Effective Time (other than (i) shares owned by Severstal, Purchaser or any other wholly-owned subsidiary of Severstal, all of which shall be canceled and retired at the Effective Time without any consideration being exchanged therefore, and (ii) shares held by stockholders who properly demand and perfect appraisal rights available under Section 262 of the DGCL, which shall be treated in accordance with Section 2.3 of the Merger Agreement) shall, by virtue of the Merger and without any action on the part of the holder thereof, no longer be outstanding and shall be canceled and retired and shall cease to exist and shall be converted into the right to receive in cash an amount per share of Esmark Common Stock equal to \$19.25, without interest and subject to any applicable withholding tax, upon surrender of the certificate representing such share in accordance with the Merger Agreement; and

(b) Each share of common stock, par value \$0.01, of Purchaser issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one newly and validly issued, fully paid and nonassessable, share of common stock, par value \$0.01 per share, of the Surviving Corporation; and

(c) The following persons shall be the initial directors of the Surviving Corporation until their successors are duly elected or appointed and qualified:

- James P. Hrusovsky
- Sergei A. Kuznetsov
- Gregory Mason
- Ronald J. Nock
- Mark J. Yost

(d) The following persons shall be the initial officers of the Surviving Corporation until their successors are duly elected or appointed and qualified:

<u>Name</u>	<u>Title</u>
Ronald J. Nock	Chief Executive Officer
Thomas Cera	Chief Operating Officer
Mark J. Yost	Chief Financial Officer
Wilbur Winland	Vice President and General Manager
Martin Szymanski	Vice President, General Counsel and Secretary
Christopher McCarthy	Vice President, Sales and Marketing
Cheryl Hurt	Vice President, Purchasing
Melvin Baggett	Vice President, Human Resources

RESOLVED, that at the Effective Time, the certificate of incorporation of the Surviving Corporation be amended in its entirety to read as set forth on Annex 1 hereto;

RESOLVED, that at the Effective Time, the bylaws of the Surviving Corporation shall be amended in their entirety to read as set forth on Annex 2 hereto;

RESOLVED, that the Merger be submitted to the sole stockholder of Purchaser in accordance with the DGCL, and that upon receiving the written consent of such stockholder, the Merger shall be approved; and

RESOLVED, that in accordance with Section 262 of the Delaware General Corporation Law the Surviving Corporation shall notify each stockholder of record of Esmark, within ten days after the Effective Time, that the Merger has become effective.

Authorizations; General

WHEREAS, the Board of Directors wishes to authorize the officers of Purchaser (the "Authorized Officers") to take such actions as may be necessary, desirable or advisable to carry out fully the intent and purposes of the foregoing resolutions;

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Purchaser, to execute the Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Purchaser into Esmark and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy hereof to be filed in the office of the Recorder of Deeds of New Castle County;

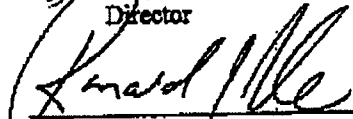
RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of Purchaser, to take or cause to be taken any and all such further actions, to execute and deliver or cause to be executed and delivered all such other documents, certificates, amendments, instruments and agreements, to make such filings, in the name and on behalf of Purchaser, to incur and pay all such fees and expenses and to engage in such acts as they shall in their judgment determine to be necessary, desirable or advisable to carry out fully the intent and purposes of the foregoing resolutions and the execution by such Authorized Officer of any such documents, certificates, amendments, instruments or agreements or the payment of any such fees and expenses or the doing by them of any act in connection with the foregoing matters shall be conclusive evidence of their authority therefore and for the approval and ratification by Purchaser of the documents, certificates, amendments, instruments and agreements so executed, the expenses so paid, the filings so made and the actions so taken; and


RESOLVED, that any and all actions heretofore taken, and any and all things heretofore done, by any officer or director of Purchaser in connection with, or with respect to, the matters referred to in the foregoing resolutions be and hereby are confirmed as authorized and valid acts taken on behalf of Purchaser.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this consent as of the day and year first written above.


By: Gregory Mason
Director


By: Ronald Nook
Director


By: Mark Yost
Director

[Written Consent of Directors of Severstal Wheeling Acquisition Corp.]

ANNEX 1

CERTIFICATE OF INCORPORATION

OF

SEVERSTAL WHEELING HOLDING COMPANY

FIRST: The name of the Corporation is Severstal Wheeling Holding Company (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny, \$0.01.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director,

except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article SIXTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article SIXTH to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article SIXTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the

Bylaws of the Corporation, any statute, agreement, vote of the stockholders of the Corporation or disinterested directors of the Corporation or otherwise.

No amendment, repeal or modification of this Article SIXTH shall adversely affect any rights to indemnification and to the advancement of expenses of a director of the Corporation existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring prior to such amendment, repeal or modification.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.