

12-07-1998

Docket No. JW(140) T02

FORM PTO-1594

(Rev. 10-96)

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



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SHEET

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

MCD 11-23-98

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

1. Name of conveying party(ies):
 Guardian Royalty Corporation

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

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

2. Name and address of receiving party(ies):
 Name: Guardian Royalty LLC
 Internal Address: _____
 Street Address: 32 West State Street
 City Sharon State PA ZIP 16146
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 28, 1998

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s) See Appendix

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Robert V. Vickers
 Internal Address: _____
 Street Address: VICKERS, DANIELS & YOUNG
2000 TERMINAL TOWER
CLEVELAND, OHIO 44113-2235

6. Total number of applications and registrations involved: 10

7. Total fee(37 CFR 3.41):.....\$ 265.00
 Enclosed
 You are authorized to charge our deposit account for any additional fee required.

8. Deposit account number: 22-0347
 _____ A duplicate copy of this form is attached

12/04/1998 NGUYEN 00000106 1946592

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
225.00 OP

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.

ROBERT V. VICKERS

11/20/98

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 5

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

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

TRADEMARK
REEL: 1825 FRAME: 0305

APPENDIX

REG. NO.	REG. DATE	DOCKET NO.
1,946,593	01/09/1996	GP-9753
1,949,522	01/16/1996	GP-9764
2,012,484	10/29/1996	GP-9749
2,019,654	11/26/1996	GP-9737
2,076,047	07/01/1997	GP-9769
2,091,673	08/26/1997	GP-9823
2,102,470	10/07/1997	GP-9463
2,108,115	10/28/1997	GP-9948
2,124,862	12/30/1997	GP-1200
2,143,564	03/10/1998	GP-1408

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 MERGER, WHICH MERGES:

"GUARDIAN ROYALTY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GUARDIAN ROYALTY LLC" UNDER THE NAME OF "GUARDIAN ROYALTY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



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981425735

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9403566

DATE: 11-13-98

TRADEMARK
REEL: 1825 FRAME: 0307

**CERTIFICATE OF MERGER
OF
GUARDIAN ROYALTY CORPORATION
INTO
GUARDIAN ROYALTY LLC**

The undersigned limited liability company, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation and formation of the constituent corporation and limited liability company, respectively, are as follows:

Name	State of Incorporation/Formation
Guardian Royalty Corporation	Delaware
Guardian Royalty LLC	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Guardian Royalty Corporation in accordance with the requirements of Sec. 264 of the General Corporation Law of the State of Delaware and by Guardian Royalty LLC in accordance with the requirements of Section 18-209(b) of the Limited Liability Company Act of the State of Delaware.

THIRD: That the name of the survivor of the merger is Guardian Royalty LLC.


FOURTH: That the Certificate of Formation of Guardian Royalty LLC, a Delaware limited liability company, the survivor, shall be the Certificate of formation of the survivor.

FIFTH: That the executed agreement and plan of merger is on file at the principal place of business of the survivor. The principal place of business of the survivor is 32 West State Street, Sharon, PA 16146.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the survivor, on request and without cost to any stockholder of Guardian Royalty Corporation or any member of Guardian Royalty LLC.

IN WITNESS WHEREOF, Guardian Royalty LLC has caused this Certificate of Merger to be signed by James E. Winner, Jr., its authorized officer, this 28th day of September, 1998.

GUARDIAN ROYALTY LLC


James E. Winner, Jr.
Title: President