

Filing fee: \$5.00

STATEMENT OF  
CANCELLATION OF REACQUIRED SHARES  
OF

KENNEY MANUFACTURING COMPANY

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-62 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased :

FIRST: The name of the corporation is KENNEY MANUFACTURING COMPANY

SECOND: The number of reacquired shares of the corporation cancelled by resolution duly adopted by the board of directors of the corporation on \_\_\_\_\_, 19 80, is 26,532, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
4% Preferred	\$ 10.00 par --	25,795
Common	100.00 par --	<u>737</u>
		26,532

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 71,496, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
4% Preferred	\$10.00 par --	69,510
Common	100.00 par --	<u>1,986</u>
		71,496

Note: Surplus restricted at cost for above shares \$544,884.00  
Restriction eliminated by--

Reduction in stated capital attributable to above treasury shares --par	331,650
Permanent reduction in earned surplus for excess of cost over par	<u>213,234</u>
	544,884

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FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 893,700.00

Dated Jan 24, 1980

KENNEY MANUFACTURING COMPANY  
By G. Dickson Kenney  
Its Vice President  
and John J. Trosby  
Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc. Clk.

At Warwick in said county on this 24<sup>TH</sup> day of  
January, 1980, personally appeared before me G. DICKSON  
KENNEY, who, being by me first duly sworn, declared that he is the Vice  
President of KENNEY MANUFACTURING COMPANY

that he signed the foregoing document as Vice President of the  
corporation, and that the statements therein contained are true.

John J. Trosby  
Notary Public in Providence  
6/3/81

(NOTARIAL SEAL)