

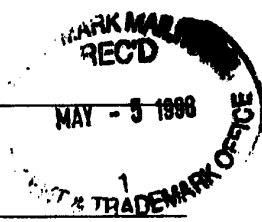
05-26-1998



100719389

RSHEET
LY

MAY - 5 1998



Asst. Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202

RE: Our File: TF105.1

1. Name (and address) of conveying party(ies)

2. Name and Address of receiving party(ies)

Bel/Kaukauna U.S.A. Inc.
P.O. Box 1974
Kaukauna, Wisconsin 54130

Bel/Kaukauna Inc.
P.O. Box 1974
Kaukauna, Wisconsin 54130

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-New Jersey
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Wisconsin
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment;
- Security Agreement;
- Other;
- Merger
- Change of Name

Execution Date: June 9, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

05/22/1998 TT0411 00000206 351930

01 FC:401
02 FC:402

40.00 OP
150.00 OP

351,930
747,014
880,972
1,481,719
1,787,567
1,813,072
1,951,077

Additional numbers attached Yes No

TRADEMARK
REEL: 1729 FRAME: 0414



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

COLLEN LAW ASSOCIATES, P.C.
member, McGlew and Tuttle
Scarborough Station - Box 306
Scarborough, New York 10510-0806

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$190.00

(X) Enclosed
() Authorized to be charged to deposit account
() Already submitted

8. Deposit account number:
03-2465

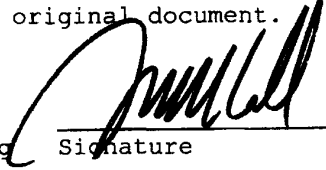
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Jess M. Collen

Name of person signing


Signature

May 5, 1998

Date

Total number of pages comprising cover sheet, attachments and documents 11

JMC/KMG

Enclosures: - Assignment Document
- Check for recording fee of \$190.00

NOTE: IF THERE IS ANY FEE DUE AT THIS TIME, PLEASE CHARGE IT TO OUR DEPOSIT ACCOUNT NO. 03-2465 AND ADVISE.

TRADEMARK
REEL: 1729 FRAME: 0415



I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS EXPRESS MAIL, REGISTRATION NO. EM157607436US IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202.

COLLEN LAW ASSOCIATES, P.C., member, MCGLEW AND TUTTLE, BOX 306, SCARBOROUGH STATION, SCARBOROUGH, NEW YORK 10510-0806

By: *Lustina M. Brasca* Date: May 5, 1998

TF1051.2

TRADEMARK
REEL: 1729 FRAME: 0416




State of Wisconsin


DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.




Richard L. Dean, Secretary
Department of Financial Institutions

DATE: NOV 21 1997 BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

TRADEMARK

REEL: 1729 FRAME: 0417

RECEIVED

OCT 30 1997

WISCONSIN
DFI

01 8039387

ARTICLES OF MERGER
OF
BEL/KAUKAUNA U.S.A., INC.
INTO
BEL/KAUKAUNA, INC.

ACCT# 000002311 CLASS CODE 340
TRX# 0000753542 \$25.00
ACCT# 000002311 CLASS CODE 310
TRX# 0000753541 \$50.00

The undersigned corporations, pursuant to the provisions of Sections 180.1101 and 180.1107 of the Wisconsin Business Corporation Law ("WBCL") and Section 14A:10-7 of the New Jersey Business Corporation Act ("NJBCA"), as appropriate, for the purpose of merging Bel/Kaukauna U.S.A., Inc. ("NEW JERSEY"), a New Jersey corporation, into Bel/Kaukauna, Inc. ("WISCONSIN"), a Wisconsin corporation, hereby execute these Articles of Merger:

1. The plan of merger is set forth in the Plan and Merger annexed hereto as Exhibit A and by reference made a part hereof with the same force and effect as if herein set forth in full.
2. The Plan of Merger was adopted by WISCONSIN on June 9, 1997 in accordance with Section 180.1103 of the WBCL, and by NEW JERSEY on June 9, 1997 in accordance with Section 14A:10-3 of the NJBCA.

MKE\4012847.01

TRADEMARK
REEL: 1729 FRAME: 0418



Dated as of the 9th day of June, 1997.

BEL/KAUKAUNA, INC.

By: Robert P. Gilbert
Robert P. Gilbert, President

BEL/KAUKAUNA U.S.A., INC.

By: Robert P. Gilbert
Robert P. Gilbert, President

This instrument was drafted by:

John A. Hazelwood
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497

PKCE\4012867.01

TRADEMARK
REEL: 1729 FRAME: 0419

PLAN OF MERGER
OF
BEL/KAUKAUNA U.S.A., INC.
INTO
BEL/KAUKAUNA, INC.

THIS PLAN OF MERGER dated as of the 9th day of June, 1997 adopted by Bel/Kaukauna U.S.A., Inc., a New Jersey corporation ("NEW JERSEY") and Bel/Kaukauna, Inc., a Wisconsin corporation ("WISCONSIN"), both of said corporations, being hereinafter sometimes referred to collectively as the "Constituent Corporations".

RECITALS:

WHEREAS, NEW JERSEY has moved its corporate headquarters to the State of Wisconsin and no longer conducts business in the State of New Jersey, and accordingly it has been deemed advisable to merge NEW JERSEY with and into WISCONSIN on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the States of Wisconsin and New Jersey, respectively, in order to change the domicile of NEW JERSEY to the State of Wisconsin;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that NEW JERSEY shall be merged with and into WISCONSIN (the "Merger"), and that the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the States of Wisconsin and New Jersey are as follows:

ARTICLE I

MERGER

At the Effective Time of the Merger (as hereinafter defined), NEW JERSEY and WISCONSIN shall be merged into a single corporation,

MKE\4012847 01

TRADEMARK
REEL: 1729 FRAME: 0420



in accordance with the applicable provisions of the laws of the States of Wisconsin and New Jersey, by NEW JERSEY merging with and into WISCONSIN, which shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

EFFECTIVE TIME

The Effective Time of the Merger is hereby designated as the time the Articles of Merger are received by the Office of the Wisconsin Department of Financial Institutions and the Certificate of Merger is filed with the Office of the New Jersey Department of State.

ARTICLE III

Conversion and Exchange of Shares

The manner of converting the shares of each of the Constituent Corporations shall be as follows:

- (a) At the Effective Time of the Merger, each share of Common Stock of NEW JERSEY then issued and outstanding shall be retired and canceled and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.
- (b) At the Effective Time of the Merger, each share of Common Stock of WISCONSIN then issued and outstanding shall remain one share of Common Stock of the Surviving Corporation.

ARTICLE IV

**Articles of Incorporation; Bylaws;
Directors and Officers**

4.1 The Articles of Incorporation of WISCONSIN, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law, except that at the Effective Time of the Merger, Article I shall be amended to read in its entirety as follows:

MKE\4012047.01

TRADEMARK
REEL: 1729 FRAME: 0421



ARTICLE I
Name

The name of the corporation is Bel/Kaukauna U.S.A., Inc. ^{OK}

4.2 The Bylaws of WISCONSIN, as in effect immediately prior to the Effective Time of the Merger, shall remain the Bylaws of the Surviving Corporation until amended in accordance with law.

4.3 The duly qualified and acting directors and officers of WISCONSIN immediately prior to the Effective Time of the Merger shall remain the directors and officers of the Surviving Corporation, to hold offices as provided in the Bylaws of the Surviving Corporation.

ARTICLE V

Effect of Merger

The effect of the Merger shall be as provided in Sections 180.1106 of the Wisconsin Business Corporation Law and Section 14A:10-6 of the New Jersey Business Corporation Act.

ARTICLE VI

Shareholder Approval

6.1 This Plan of Merger shall be submitted for the approval of the shareholders of each of the Constituent Corporations as provided by the applicable laws of the States of Wisconsin and New Jersey.

6.2 If this Plan of Merger is duly adopted by the required votes of such shareholders and the Merger is not abandoned, Articles of Merger and a Certificate of Merger setting forth this Plan of Merger shall be executed and acknowledged in compliance with the provisions of applicable law and shall be filed with the Office of the Wisconsin Department of Financial Institutions and the New Jersey Department of State, respectively, at such time as may be deemed appropriate by the officers of WISCONSIN and NEW JERSEY.

ARTICLE VII

Termination and Abandonment

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations. In the

MKE\4012847.01

TRADEMARK
REF: 1729 FRAME: 0422

event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

ARTICLE VIII

Miscellaneous

8.1 The Surviving Corporation shall pay all expenses of carrying this Plan of Merger to effect and accomplishing the Merger.

8.2 If at any time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or rights of NEW JERSEY, or otherwise to carry out the provisions hereof, the proper officers and directors of NEW JERSEY as of the Effective Time of the Merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this Plan of Merger.

8.3 The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

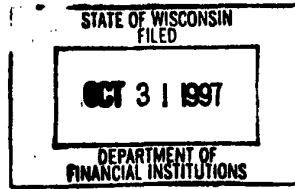
* * * * *

MKE\4012847.01

TRADEMARK
REEL: 11729 FRAME: 0423

Mergers Unlicensed Foreign Corporation
Intro: Bel/Kaukauna, Inc (Domestic)(Survivor)
- Changes Name of Survivor -

Note
Mergers
Effective
10/30/97
but need
New Jersey
Certificate



Draw Acct #2311

\$50.00 plus \$75 Exp. Fee

Susan Barker, Legal Ass't.
Quarles & Brady
411 East Wisconsin Ave.
Milwaukee, WI 53202-4497

RECORDED: 05/05/1998

TRADEMARK
REEL: 1729 FRAME: 0424

