











PLAN OF MERGER AGREEMENT

THIS PLAN OF MERGER AGREEMENT is made and entered into this 23rd day of June, 1992, by and between WARRICK INDUSTRIES, INC., herein referred to as "Surviving Corporation", and MCCOY MILLER CORPORATION, herein referred to as "McCoy", MONACO COACH CORPORATION, herein referred to as "Monaco", and QUALITY METAL TECH, INC., herein referred to as "QMT", collectively with McCoy and Monaco herein referred to as the "Merging Corporations".

W I T N E S S E T H

WHEREAS, the Surviving Corporation is an Indiana Corporation with its principal offices at 1809 W. Hively, Elkhart, Indiana, and

WHEREAS, each of the Merging Corporations are Indiana Corporations, with principal offices at the following addresses; McCoy - 1809 W. Hively, Elkhart, Indiana, Monaco - 147 S. Second Street, Decatur, Indiana, and QMT - 1809 W. Hively, Elkhart, Indiana, and

WHEREAS, the Surviving Corporation and the Merging Corporations have agreed to a plan of re-organization in order to effect certain administrative, managerial, financial and accounting purposes, effective the date the Articles of Merger are filed and approved by the Indiana Secretary of State, which plan calls for the merger of the Merging Corporations into the Surviving Corporation,

NOW, THEREFORE, in consideration of the mutual promises, agreements and covenants herein contained, and other good and valuable considerations, the receipt and sufficiency of all considerations being hereby acknowledged, the Surviving Corporation and Merging Corporations agree to make such merger subject to the following terms and conditions;

1. The Closing of this Plan of Merger Agreement, and of the matters herein contemplated shall take place at the principal office of the Surviving Corporation at 11:00 a.m. on the 25th day of June, 1992, or at such other time and place agreed upon by all parties (the "Closing").

2. At or before Closing, the proper officers of the Surviving Corporation and Merging Corporations shall execute, on behalf of each respective party, all matters and documents necessary to effectuate the merger herein contemplated, including any Articles of Merger required for filing with the Secretary of State of Indiana, and all assignments or other matters necessary to transfer assets to the Surviving Corporation. Surviving Corporation will file all necessary documents with the Secretary of State of Indiana.

3. Upon the effective date of the merger, the Merging Corporations shall merge into and become parts of the Surviving Corporation, which shall survive the merger and continue to be known as "Warrick Industries, Inc.", and the separate existences of the Merging Corporations shall thereupon cease. Upon the consummation of the merger, all issued and outstanding

shares of stock of the Merging Corporations shall be delivered to Surviving Corporation and the shareholders of the Merging Corporations, each of whom is a shareholder of Monaco, shall become shareholders of Surviving Corporation, each with a percentage of outstanding shares equal to their prior percentage of the outstanding shares of Monaco, subject to voting rights limitations established by Surviving Corporation.

4. Upon the effective date of the merger, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, powers and franchises, whether public or private of each of the parties hereto; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest of or belonging to or due to each of the parties hereto shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein under the laws of the State of Indiana, or any other state, vested in any of the parties hereto shall not revert or be in any way impaired by reason of such merger.

5. Upon the Closing, the Surviving Corporation shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of each of the parties hereto in the same manner and to the same extent as if the Surviving Corporation had itself incurred such liabilities and obligations, or had contracted therefor; and any claim existing or action or proceeding pending by or against any of the parties hereto may be prosecuted to judgment as if such



merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any party hereto shall be impaired by this merger, but any such liens shall be limited to the property upon which they were liens immediately prior to the time of this merger.

6. The Articles of Incorporation, together with all amendments thereto, and the By-Laws of the Surviving Corporation as they exist on the effective date of merger shall continue to be the Articles of Incorporation and the By-Laws, respectively, of the Surviving Corporation upon and after the effective date of this merger until changed or amended in accordance with the terms thereof.

7. All members of the Board of Directors and all officers of the Surviving Corporation on the effective date of this merger shall be and continue as the directors and officers of the Surviving Corporation after such date, to hold office for the same terms and upon the same conditions as existed prior to the merger.

8. This Agreement and each of its provisions shall bind and inure to the benefit of the parties hereto and their respective successors and assigns, provided, however, that this Agreement can not be assigned by any party except by or with the written consent of all other parties.

IN WITNESS WHEREOF, the parties have respectively caused this Agreement to be executed by their duly authorized officers

on the date first above written.

WARRICK INDUSTRIES, INC.

By: Arlen J. Paul

Its: Secretary

MONACO COACH CORPORATION

By: [Signature]

Its: Secretary

MCCOY MILLER CORPORATION

By: Arlen J. Paul

Its: Secretary

QUALITY METAL TECH, INC.

By: Arlen J. Paul

Its: Secretary