

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-24-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



100797247

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MSC 8-17-98

Submission Type

- New (Non-Recordation)
- Resubmission
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Date Year
03281993
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

- Name Execution Date
Month Date Year
03281993
- Formerly
- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code
- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 - Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/21/1998 DNGUYEN 00000220 737505

01 FC-381
02 FC-382

Public burden reporting for this collection is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1772 FRAME: 0042

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Address (line 1) Address (line 2) Address (line 3) Address (line 4) **Correspondent Name and Address**Area Code and Telephone Number Name Address (line 1) Address (line 2) Address (line 3) Address (line 4) **Pages**Enter the total number of pages of the attached conveyance document
including any attachments.# **Trademark Application Number(s) or Registration Number(s)** Mark if additional numbers attachedEnter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="737,505"/>	<input type="text" value="1,719,439"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41)

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

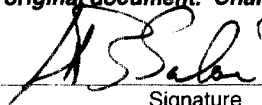
Deposit Account Number:

Authorization to charge additional fees:

Yes No **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. Charges to deposit account are authorized, as indicated herein.*

Stephen B. Salai

Name of Person Signing



Signature

August 14, 1998

Date Signed

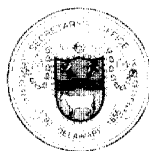
State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "LUCAS AEROSPACE POWER TRANSMISSION CORPORATION" MERGING WITH AND INTO "LUCAS WESTERN INC." UNDER THE NAME OF "LUCAS WESTERN INC." AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1993, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE APPROPRIATE COUNTY RECORDER OF DEEDS ON THE FIRST DAY OF APRIL, A.D. 1993 FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3842987

DATE **TRADEMARK**
04/01/1993

REEL: 1772 FRAME: 0044

930905263

CERTIFICATE OF MERGER

OF

LUCAS AEROSPACE POWER TRANSMISSION CORPORATION
(a Delaware Corporation)

INTO

LUCAS WESTERN INC.
(a Delaware Corporation)

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

It is hereby certified, on behalf of each of the constituent corporations named below, as follows:

1. The names of the constituent corporations are Lucas Aerospace Power Transmission Corporation, a Delaware corporation ("LAPTC"), and Lucas Western Inc., a Delaware corporation ("LWI"). The Certificate of Incorporation of LAPTC was filed with the Secretary of State of Delaware on March 6, 1988 under the name Utica Power Systems, Inc. The Certificate of Incorporation of LWI was filed with the Secretary of State of Delaware on July 30, 1981 under the name B-E Acquisitions, Inc.

2. An Agreement and Plan of Merger between LAPTC and LWI has been approved, adopted, certified, executed and acknowledged by such corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

3. LAPTC shall be merged (the "Merger") with and into LWI, and LWI shall be the surviving corporation.

4. The Certificate of Incorporation of LWI, the surviving corporation, shall not be amended and shall constitute the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of LWI, the surviving corporation, at 6125 N. Silver Creek Drive, Park City, Utah 84060. A copy of the Agreement and Plan of Merger will be furnished by LWI, the surviving corporation, without cost, to any

stockholder of LWI or LAPTC who sends a written request therefor to LWI at its principal place of business indicated above.


6. The effective date of the Merger is March 31, 1993.

Dated: March 29, 1993

LUCAS AEROSPACE POWER TRANSMISSION
CORPORATION

By _____
Michael D. Rott, President

ATTEST:



Daniel R. D'Amico,
Secretary

LUCAS WESTERN INC.

By _____
Michael D. Rott, President

ATTEST:

Charles T. Hammond,
Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated March 28, 1993 between Lucas Western Inc., a Delaware corporation ("LWI"), and Lucas Aerospace Power Transmission Corporation, a Delaware corporation ("LAPTC").

The respective Boards of Directors of LWI and LAPTC deem it advisable and in the best interests of each of their corporations and the sole stockholder of each of their corporations that LAPTC be merged with and into LWI as provided herein (the "Merger").

LAPTC was incorporated in the State of Delaware on March 6, 1988 under the name Utica Power Systems, Inc. Its authorized capital stock consists of 1,000 shares of Common Stock, no par value ("LAPTC Common Stock"). As of the date hereof, LAPTC has issued and outstanding 100 shares, all of which are owned by Lucas Aerospace Inc.

LWI was incorporated in the State of Delaware on July 30, 1981 under the name B-E Acquisitions, Inc. Its authorized capital stock consists of 1,000 shares of Common Stock, no par value ("LWI Common Stock"). As of the date hereof, LWI has issued and outstanding 1,000 shares, all of which are owned by Lucas Aerospace Inc.

It is, therefore, agreed as follows:

1. As soon as practicable after this Agreement and Plan of Merger (the "Agreement") has been approved by the stockholders of LWI and LAPTC, it shall be executed in accordance with the laws of the State of Delaware. The proper officers of LWI and LAPTC shall then prepare, execute and deliver the requisite certificate of merger to the Secretary of State of Delaware. The term "Effective Date" as used herein shall mean March 31, 1993.

2. On the Effective Date, LAPTC shall be merged with and into LWI and the separate corporate existence of LAPTC shall cease. LWI shall be the surviving corporation, under its present name, and shall continue to be governed by the laws of the State of Delaware.

3. The Certificate of Incorporation of LWI as in effect on the Effective Date shall continue as the Certificate of Incorporation of the surviving corporation. The By-laws of LWI as in effect on the Effective Date shall continue as the By-laws of the surviving corporation. The officers and directors of LWI in office on the Effective Date shall continue to hold their respective positions with the surviving corporation.

4. Each share of LPTC Common Stock that is issued and outstanding on the Effective Date shall be cancelled and cease to be outstanding and no consideration shall be paid with respect thereto.

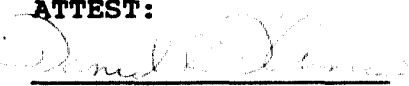
5. Each share of LWI Common Stock that is issued and outstanding on the Effective Date shall not be converted or exchanged in any manner but each such share shall continue to represent one issued and outstanding share of common stock of LWI, as the surviving corporation.

6. This Agreement may be abandoned or terminated prior to the filing of the requisite certificate of merger with the Secretary of State of Delaware by resolution duly adopted by the respective Boards of Directors of the constituent corporations, notwithstanding the approval thereof by the respective stockholders of the constituent corporations.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first written above.

LUCAS AEROSPACE POWER TRANSMISSION CORPORATION

By _____
Michael D. Rott
President

ATTEST:


Daniel R. D'Amico
Secretary

LUCAS WESTERN INC.

By _____
Michael D. Rott
President

ATTEST:

Charles T. Hammond
Secretary

LUCAS AEROSPACE POWER TRANSMISSION CORPORATION

Secretary's Certificate

The undersigned, Daniel R. D'Amico, Secretary of Lucas Aerospace Power Transmission Corporation, a Delaware corporation and one of the merging corporations mentioned in the foregoing Agreement and Plan of Merger (the "Agreement"), certifies that the Agreement was adopted by the written consent of the holder of all of the outstanding capital stock of Lucas Aerospace Power Transmission Corporation entitled to vote thereon in accordance with the provisions of the General Corporation Law of the State of Delaware.

Dated: March 28, 1993



Daniel R. D'Amico

LUCAS WESTERN INC.

Secretary's Certificate

The undersigned, Charles T. Hammond, Secretary of Lucas Western Inc., a Delaware corporation and one of the merging corporations mentioned in the foregoing Agreement and Plan of Merger (the "Agreement"), certifies that the Agreement was adopted by the written consent of the holder of all of the outstanding capital stock of Lucas Western Inc. entitled to vote thereon in accordance with the provisions of the General Corporation Law of the State of Delaware.

Dated: March 28, 1993


Charles T. Hammond

DOC #757464