

02-09-1999



Form (Rev. OMB A

100960883

N FORM COVER SHEET ARKS ONLY

U.S. Dept. of Commerce Patent and Trademark Office

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

1. Name of conveying party(ies): NORTH AMERICAN PHILIPS CORPORATION WITH AND INTO FGP CORP. UNDER THE NAME OF PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

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

3. Nature of conveyance: 2-1-99 Assignment Security Agreement XXX Merger Change of Name Other

Execution Date: December 1, 1995 (effective on December 31, 1995)

2. Name and address of receiving party(ies):

Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

Internal Address:

Street Address: 100 East 42nd Street

City: New York State: NY Zip: 10017

Individual(s) citizenship Association General Partnership Limited Partnership XXX Corporation-State of Delaware Other

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,559,710 (POWRKUT)

Additional Numbers Attached? Yes No

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

Name: Philips Electronics North America Corporation

Internal Address: 580 Whites Plains Road

Tarrytown, NY 10591

Street Address:

City: State: Zip:

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41) ...\$ 40.00

Enclosed X Authorized to Deposit Account

8. Deposit Account Number: 14-1270 (Attach duplicate copy of this page paying by deposit account)

DO NOT USE THIS SPACE

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.

Edward Blocker, Reg. # 30,245 Name of Person Signing

Signature

January 26, 1999 Date

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

02/08/1999 SBURMS

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

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TRADEMARK REEL: 1850 FRAME: 0919

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FGP CORP." UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7772309

DATE: 12-29-95

TRADEMARK
REEL: 1850 FRAME: 0920

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
(A Delaware corporation)

INTO

FGP CORP.
(a Delaware Corporation)

(Under Sections 103 and 253 of the General
Corporation Law of the State of Delaware)

WHEREAS, FGP Corp. has entered into an Agreement and Plan of Liquidation and Merger with Philips Electronics North America Corporation, duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995; now pursuant thereto:

FIRST: FGP Corp., a Delaware corporation, hereby certifies that it is the owner of all of the outstanding shares of capital stock of Philips Electronics North America Corporation.

SECOND: FGP Corp. hereby further certifies that the following resolution was duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995:

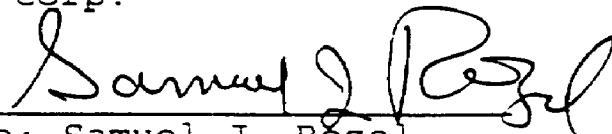
RESOLVED, that effective on December 31, 1995 at 5:00 p.m. New York time, with such date and time to be specified as the effective time in the relevant Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware, Philips Electronics North America Corporation shall be merged with and into this Corporation and the name of this Corporation shall be changed to "Philips Electronics North America Corporation."

THIRD: This Certificate of Ownership and Merger shall not be effective until 5:00 p.m., New York time, December 31, 1995.

IN WITNESS WHEREOF, the undersigned has executed
this certificate of ownership and Merger

Date: December 1, 1995

FGP Corp.

By: 

Name: Samuel J. Rozel

Title: Senior Vice
President

NY12528\38451.3

RECORDED: 02/01/1999

TRADEMARK
REEL: 1850 FRAME: 0922