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

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

EMI Company

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

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

Name: Ward Manufacturing, Inc  
(A Delaware corporation)

Street Address: 115 C... Street

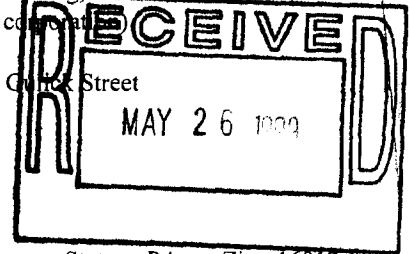
City: Blossberg State: PA Zip: 16912-0009

Domestic Representative designation attached?

Yes  No

Additional name(s) & address(es) attached?

Yes  No



3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Effective Date: April 1, 1999 Execution Date: March 19, 1999

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

A. Trademark Application No.(s)

75/334,684

B. Trademark Registration No.(s)

1,502,799; 1,018,797; 954,333; 851,749; 290,515;  
261,560

Additional numbers attached:  Yes  No

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

Name: Maura B. Leeds, Esq.

Internal Address: Morgan, Lewis & Bockius LLP  
Attn: TMSU

Street Address: 1800 M Street, N.W.  
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 7

7. Total fee (37 C.F.R §3.41): \$190.00

Enclosed Check for \$190.00  
 Authorized additional charges to deposit account 13-4520.  
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520

Attach duplicate of page if paying by deposit account

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.

Maura B. Leeds  
Name of Person Signing

Maura B. Leeds, M.D.  
Signature

May 26, 1999  
Date

Total number of pages including cover sheet, attachments and documents: 7

05/28/1999 DNGUYEN 00000233 75334684

01 FC:481 40.00 OP  
02 FC:482 150.00 OP

## Schedule A

### Trademark Registrations

Trademark Name	Registration Number	Registration Date
Design Only	1,502,799	September 6, 1988
ERMAX	1,018,797	August 26, 1975
Erie Wheels and Design	954,333	March 6, 1973
Ermalite (Stylized)	851,749	July 2, 1968
ERMAL	290,515	January 5, 1932
Design Only	261,560	September 17, 1929

### Trademark Application

Trademark Name	Application Number	Application Date
Erie Wheels and Design	75/334,684	August 1, 1997

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

EMI COMPANY

(a Pennsylvania corporation)

AND

WARD MANUFACTURING, INC.

(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER approved on March 19, 1999 by EMI COMPANY, a business corporation organized under the laws of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date, and approved on March 19, 1999 by WARD MANUFACTURING, INC., a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS, EMI Company has its principal office in Pennsylvania located at 603 West 12th Street, City of Erie, County of Erie, 16501; and

WHEREAS, the total number of shares of stock which EMI Company has authority to issue is (i) 200,000 shares of Common Stock, par value \$.001 per share, (ii) 2,800 shares of Class A Preferred Stock, Series 1, par value \$1,000 per share, (iii) 10,000 shares of Class A Preferred Stock, Series 2, par value \$1,000 per share, and (iv) 20,000 shares of Class B Preferred Stock, par value \$1,000 per share; and

WHEREAS, Ward Manufacturing, Inc. has its registered office in Delaware located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Ward Manufacturing, Inc. has authority to issue is 200 shares of Common Stock, without par value; and

WHEREAS, the Business Corporation Law of the Commonwealth of Pennsylvania permits a merger of a business corporation of another jurisdiction with and into a business corporation organized under the laws of the Commonwealth of Pennsylvania; and

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WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation organized under the laws of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, EMI Company and Ward Manufacturing, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Ward Manufacturing, Inc. with and into EMI Company pursuant to the provisions of Section 1924 of the Business Corporation Law of the Commonwealth of Pennsylvania and pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being duly approved by a resolution adopted by the Board of Directors of EMI Company and duly approved by a resolution adopted by the Board of Directors of Ward Manufacturing, Inc., this Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. EMI Company and Ward Manufacturing, Inc. shall, pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware and Section 1921 of the Business Corporation Law of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to wit, EMI Company, which shall be the surviving corporation from and after the Effective Date (as defined in paragraph 8 hereof), and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of Ward Manufacturing, Inc. pursuant to the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania. The separate existence of Ward Manufacturing, Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease on the Effective Date in accordance with the provisions of Section 259 of the General Corporation Law of the State of Delaware.

2. The Articles of Incorporation of EMI Company, as now in force and effect, shall continue to be the Articles of Incorporation of the surviving corporation except that Article 010 thereof, relating to the name of the corporation, is hereby amended and changed so as to read in its entirety as follows on the Effective Date:

"010. The name of the corporation is Ward Manufacturing, Inc.";

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania.

3. The by-laws of EMI Company, as in force and effect on the Effective Date, shall be the by-laws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania.

4. The directors and officers in office of EMI Company, shall, at the effective date and time of the merger, be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. On the Effective Date, each issued share of common stock of the terminating corporation, by virtue of the merger and without any action on the part of the holder thereof, shall be canceled and no longer represent an interest in the terminating corporation, and each share of EMI Company shall continue and remain outstanding and represent shares of the surviving corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved on behalf of the surviving corporation in compliance with the Section 1924 of the Business Corporation Law of the Commonwealth of Pennsylvania and by the stockholders of the terminating corporation in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware, such corporations agree that they will cause to be executed and filed and recorded the Certificate of Merger attached hereto as Exhibit A in the State of Delaware, the Articles of Merger attached hereto as Exhibit B in the Commonwealth of Pennsylvania and any other document or documents prescribed by the laws of the State of Delaware and the Commonwealth of Pennsylvania and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger herein provided for.

7. The directors and the officers of the terminating corporation and of the surviving corporation are each hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The effective date and time of this Agreement and Plan of Merger, and the time when the merger herein agreed upon shall become effective, shall be April 1, 1999 at 10:00 A.M., Eastern Standard Time (the "Effective Date").

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed and attested upon behalf of each of the constituent corporations parties hereto.

Dated: March 19, 1999.

EMI COMPANY

By: Stephen A. Rhodes  
Name: Stephen A. Rhodes  
Title: Chairman & CEO

Attest:

Alan J. Neuwirth  
Name: Alan J. Neuwirth  
Title: Secretary

Dated: March 19, 1999.

WARD MANUFACTURING, INC.

By: Stephen A. Rhodes  
Name: Stephen A. Rhodes  
Title: Chairman & CEO

Attest:

Alan J. Neuwirth  
Name: Alan J. Neuwirth  
Title: Secretary