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FORM PTO-1594

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1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks.

101105501

thereof.

1. Name of conveying party(ies):

Schneider Electric

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Execution Date: November 15, 1994

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

Name: Schneider Electric S.A.

Address: 40, rue Andre Morezet  
Boulogne Billancourt  
France

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

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

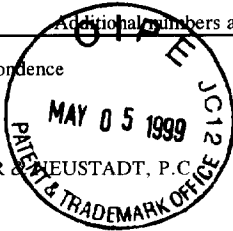
B. Trademark registration No.(s)

( 978,479; 1,049,948; 1,293,540; 1,382,037; 1,700,193; 1,767,226 )

Additional numbers attached?  Yes  No

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

Jeffrey H. Kaufman  
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.  
Attorneys at Law  
Fourth Floor  
1755 Jefferson Davis Highway  
Arlington, Virginia 22202



6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): . . . \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030  
(Attach duplicate copy of this page if paying by deposit account)

OSMMN Ref: 2716-0138-33

05/07/1999 JSHABAZZ 00000042 978479

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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.

Jeffrey H. Kaufman  
Name of Person Signing

*Jeffrey H. Kaufman*  
Signature

5/5/99  
Date

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MERGERS OR DIVISIONS  
(PLANNED OR COMPLETED)

MAY 0 5 1999

SCHNEIDER ELECTRIC

Joint-stock company  
with capital of 2,501,000,000 Francs

Headquarters:

40, avenue André-Morizet  
92100 Boulogne-Billancourt

Register of Commerce and Companies Nanterre B 954 503 439  
SIRET No. 954 503 439 00059  
APE 312A

I. Pursuant to private deeds dated September 30, 1994, a project was prepared for transfer/division of SCHNEIDER ELECTRIC (abbreviated SE) to:

AEG SCHNEIDER AUTOMATION  
(abbreviated ASA)

and a project for merger-absorption of

SCHNEIDER NORTH AMERICA  
(abbreviated SNA)

by SCHNEIDER ELECTRIC (abbreviated SE).

II. Pursuant to deliberations dated November 15, 1994, the shareholders of ASA and SE, meeting in joint general assembly, approved the terms and conditions of this transfer/division and merger-absorption by virtue of which:

-SE transfers to ASA, to take effect as of July 1, 1994, a portion of its assets and liabilities in the amount of 99,814,775 francs.

And, in payment for which ASA increases its equity capital of 34, 750,000 francs by creating 347,500 new shares at a face value of 100 francs, all of which are assigned to SE.

In consequence, a transfer premium of 65,064,775 francs is attributed to ASA liabilities, to which the rights of old and new shareholders are made applicable.

ASA holds the ownership and enjoyment of the assets brought in by SE as of the date of final completion of the transfers, all operations carried out from July 1, 1994 to the date of this final completion being legally considered as accomplished on behalf of ASA.

- SNA assigns to SE, to become effective as of January 1, 1994, all of its assets and liabilities, estimated in the amount of 763,247,838.44 francs.

Since SE owns all of the SNA shares, the merger entails no increase of SE capital, pursuant to the terms of Article 378-1 of the Law of July 24, 1966.

The difference between the value of the assets assigned by SNA (763,247,838.44 francs) and the the book value of the SNA shares on the SE balance sheet (763,767,700 francs), or 519,931.56 francs, represents the merger [illegible], for which responsibility is assumed in the SE profit-and-loss account.

SE holds the ownership and enjoyment of the assets brought in by SNA beginning as of the date of final completion of the merger, all of the operations carried out between January 1, 1994 to the date of completion being legally held to have been carried out on behalf of SE.

III. The Joint General Assembly of the shareholders of SCHNEIDER ELECTRIC of November 15, 1994 further decided:

- that the company will have as its new name:

SCHNEIDER ELECTRIC SA

and changed, as follows, Article 2 of the Statutes:

"Article 2

Its name is:

SCHNEIDER ELECTRIC SA

- Appointed as director for a period of six years, or until the Assembly to rule on the accounts for the 1999 fiscal year, Mr. Jean-Claude Perrin, residing at 8, Allée de l'Alliance, 78000 Versailles.

A notation to this effect will be entered in the Nanterre Register of Commerce and Companies.

The Board of Directors.

