

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

1. Name of conveying party(ies):
Kearney Company, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Cooper Power Systems, Inc.

Internal Address: _____

Street Address: 600 Travis, Suite 5800

City: Houston State: TX ZIP: 77002

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

If assignee is not domiciled in the United States, a domestic representative design is attached: Yes No

(Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective December 31, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,400,171

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

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

Name: Rhonda J. Smith, CLAS

Internal Address: Cooper Industries, Inc.

Street Address: 600 Travis, Suite 5800

City: Houston State: TX ZIP: 77002

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

Enclosed
 Authorization to be charged to deposit account

8. Deposit account number:
03-3120

(Attach duplicate copy of this page if paying by deposit account)

10/28/1999 NTHA11 00000067 033120 1400171 DO NOT USE THIS SPACE

01 ~~FL 948~~ 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.

EXPRESS MAIL LABEL NO. NB183372046

Rhonda J. Smith Rhonda J. Smith October 25, 1999
 Name of Person Signing Signature Date

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

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

TRADEMARK
 REEL: 001980 FRAME: 0847

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:

"KEARNEY COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "COOPER POWER SYSTEMS, INC." UNDER THE NAME OF "COOPER POWER SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1998, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



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

Edward J. Freel, Secretary of State

2159708 8100M

981484614

AUTHENTICATION:

DATE: 9472492

12-18-98

TRADEMARK

REEL: 001980 FRAME: 0848

CERTIFICATE OF OWNERSHIP AND MERGER

OF

KEARNEY COMPANY, INC.
(a Delaware corporation)

INTO

COOPER POWER SYSTEMS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Cooper Power Systems, Inc. (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of Kearney Company, Inc., which is a business corporation of the State of Delaware.
3. Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, the Corporation hereby merges Kearney Company, Inc. into the Corporation.
4. The following is a copy of the resolutions adopted on December 14, 1998, by the Board of Directors of the Corporation to merge the said Kearney Company, Inc. into the Corporation:

PLAN OF MERGER

RESOLVED, that Cooper Power Systems, Inc., a Delaware corporation and the owner of all of the outstanding shares of Kearney Company, Inc., which is a business corporation of the State of Delaware (hereinafter referred to as the "Merging Corporation"), hereby merges the Merging Corporation into Cooper Power Systems, Inc., pursuant to the provisions of Section 253 of the Delaware General Corporation Law;

RESOLVED, that the separate existence of the Merging Corporation shall cease upon the effective date of the merger pursuant to the provisions of the Delaware General Corporation Law; and Cooper Power Systems, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law;

RESOLVED, that the Certificate of Incorporation of Cooper Power Systems, Inc. is not amended in any respect by this Plan of Merger;

RESOLVED, that the issued shares of the Merging Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished;

RESOLVED, that each share of Cooper Power Systems, Inc. outstanding immediately prior to the time the merger takes effect is to be an identical outstanding share of Cooper Power Systems, Inc. after the time the merger takes effect;

RESOLVED, that no shares of Cooper Power Systems, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger;

RESOLVED, Cooper Power Systems, Inc. shall assume all of the obligations of the Merging Corporation;

RESOLVED, that the officers of Cooper Power Systems, Inc. be, and each of them hereby is, authorized to execute and deliver any and all other agreements, documents and instruments, make any and all filings and to take any and all actions as in their judgment may be necessary, desirable or appropriate, their taking of any such action to be conclusive evidence thereof, in order to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for; and

RESOLVED, that the merger herein provided for shall take effect on December 31, 1998.

COOPER POWER SYSTEMS, INC.

By: *Randall B. Ammerman*
Randall B. Ammerman, Vice President

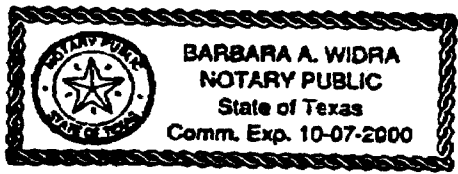
Attest:

Terrance V. Helz
Terrance V. Helz, Secretary

STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this 14th day of December, 1998, personally appeared Randall B. Ammerman, Vice President of Cooper Power Systems, Inc., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and being by me duly sworn, acknowledged to me that he executed the same in the capacity therein stated, as the act and deed of the said corporation, and that the facts stated therein are true.

Barbara A. Widra
Notary Public in and for the State of Texas



NOTARIAL CERTIFICATE

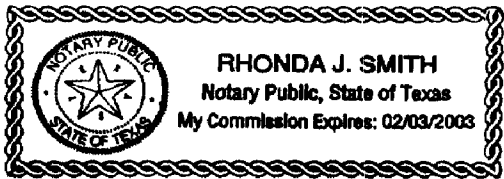
STATE OF TEXAS ⌘
 ⌘
COUNTY OF HARRIS ⌘

I, Rhonda J. Smith, a Notary Public in and for the State of Texas, residing at the City of Houston, in the said State, do certify that the paper writing hereto annexed is a true copy of a document produced and shown to me and purporting to be a **Certificate evidencing the Merger of Kearney Company, Inc. into Cooper Power Systems, Inc.**, the said copy having been compared by me with the said original document, an act whereof being requested I have granted my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my notarial seal this **25th** day of **October, 1999** at the City of Houston, Texas, United States of America.

(S E A L)

Rhonda J. Smith
A Notary Public in and for
the State of Texas



RJS:U:\WPDOC\A&D\KEARNEY\NOTACERT.KCI