

12-10-1999



101217408

TRADEMARK

PR/FINANCE
DEC-6 AM '99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Mrs Dec 6 99

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

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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

12/10/1999 DNGUYE 00000034 180560 75 42500

FOR OFFICE USE ONLY

01 FC:481 40.00 CH

Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 001997 FRAME: 0277

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 attached

Enter 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)

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.

Margierite E. Gerstner

Margierite E. Gerstner

December 1, 1999

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship State of Incorporation/Organization _____

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name Tyco International Ltd.

DBA/AKA/TA _____

Composed of _____

Address (line 1) The Gibbons Building

Address (line 2) 10 Queen Street, Suite 301

Address (line 3) Hamilton Bermuda HM11

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Bermuda

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/96
OMB 0651-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

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Registration Number(s)

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APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: **United States of America**

This public document

2. has been signed by **Nancy A. Neal**

3. acting in the capacity of **Notary Public of Florida**

4. bears the seal/stamp of **Notary Public, State of Florida**

Certified

5. at **Tallahassee, Florida**

6. the **Fifteenth day of October, A.D., 1999**

7. by **Secretary of State, State of Florida**

8. No. **1999-18906**

9. Seal/Stamp:

10. Signature:



Katherine Harris

Secretary of State

DSE E 99 (1-99)

This document contains an artificial watermark on REVERSE. Hold at 45°. DO NOT ACCEPT UNLESS VIEWED.


State of Florida appears in small letters across the face of this 8 1/2 X 11" document

If photocopied or chemically altered, the word "VOID" will appear

TYCO ELECTRONICS CORPORATION
ASSISTANT SECRETARY'S CERTIFICATE

I, the undersigned, being an Assistant Secretary of Tyco Electronics Corporation (formerly, AMP Incorporated), a Pennsylvania corporation ("TEC"), hereby certify that attached hereto as Exhibit A is a true and correct copy of that certain General Deed of Contribution, Assignment and Assumption, dated August 12, 1999, by and between Tyco International (PA) Inc., a Nevada corporation ("Tyco PA"), and TEC, by which Tyco PA transferred all of the assets and liabilities of Raychem Corporation to TEC.

IN WITNESS WHEREOF, the undersigned has executed this Assistant Secretary's Certificate as of the 14th day of October, 1999.

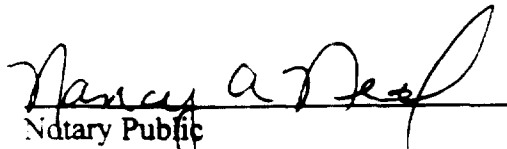


Vanessa S. Perillo, Asst. Secretary

STATE OF FLORIDA)
)ss
PALM BEACH COUNTY)

Sworn to and subscribed before
me this 14th day of October, 1999.





Notary Public

GENERAL DEED OF CONTRIBUTION, ASSIGNMENT AND ASSUMPTION

WHEREAS, pursuant to the Agreement and Plan of Merger and Reorganization, dated May 19, 1999 (the "Plan of Reorganization"), by and between Tyco International (PA) Inc., a Nevada corporation ("Transferor"), Tyco International Ltd., a Bermuda company ("Tyco"), and Raychem Corporation, a Delaware corporation ("Raychem"), Raychem merged into Transferor (the "Merger") and transferred all of its assets (the "Assets") to Transferor and Transferor assumed all of the liabilities of Raychem existing (whether fixed or contingent) on the effective date of the Merger (collectively, the "Liabilities"); and

WHEREAS, pursuant to that Plan of Reorganization Tyco wishes to transfer all of the Assets as a contribution to the capital of AMP Incorporated, a Pennsylvania corporation and a wholly owned subsidiary of Transferor ("Transferee"), subject to the assumption by Transferee of all of the Liabilities; and

WHEREAS, Transferee wishes to accept the contribution of the Assets and assume the Liabilities pursuant to the Plan of Reorganization;

KNOW ALL MEN BY THESE PRESENTS, That Transferor, for good and valuable consideration, does hereby grant, assign, transfer, and convey unto Transferee, as a contribution to capital, all of Transferor's right, title and interest in and to 100% of the Assets and Transferee does hereby assume 100% of the Liabilities.

TO HAVE AND TO HOLD THE SAME, unto Transferee and its successors and assigns forever. And Transferor for itself, and its successors and assigns, does hereby covenant and agree to and with Transferee and its successors and assigns, that Transferor is the lawful owner of the Assets and has good right to transfer the same as aforesaid; that the same are free from any liens or encumbrances, and that good title to the same hereby is vested by Transferor in Transferee. And Transferee for itself, and its successors and assigns does hereby covenant and agree to and with Transferor and its successors and assigns, that Transferee hereby agrees to pay, honor, and discharge when due and payable and otherwise to perform the Liabilities. And Transferor hereby agrees upon reasonable request to execute and deliver such further separate assignments and assumption agreements or other instruments of conveyance or transfer and assumption as may become necessary or desirable in order to fully effect or confirm the contribution and assignment of the Assets and the assumption of Liabilities under this General Deed of Contribution, Assignment and Assumption.

IN WITNESS WHEREOF, Transferor and Transferee have duly executed this General Deed of Contribution, Assignment and Assumption, which may be executed in one or more counterparts, by their duly authorized representatives as of the 12th day of August, 1999.

TYCO INTERNATIONAL (PA) INC.

By: Edward Federman

Edward Federman

Title: Vice President

AMP INCORPORATED

By: Jeffrey D. Mattfolk

Jeffrey D. Mattfolk

Title: Vice President