

02/28/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

04-14-2000

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

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CPR/FINANCE RECC

101320385
COVER SHEET

TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Change of Name
- Other

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 Association
- 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 Assignment.)

04/13/2000 DNGUYEN 00000302 1685106

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
400.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
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| | | |
|---|----------------------|----------------------|
| <input type="text" value="see attached"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

Rachel S. Jozefacki
Name of Person Signing

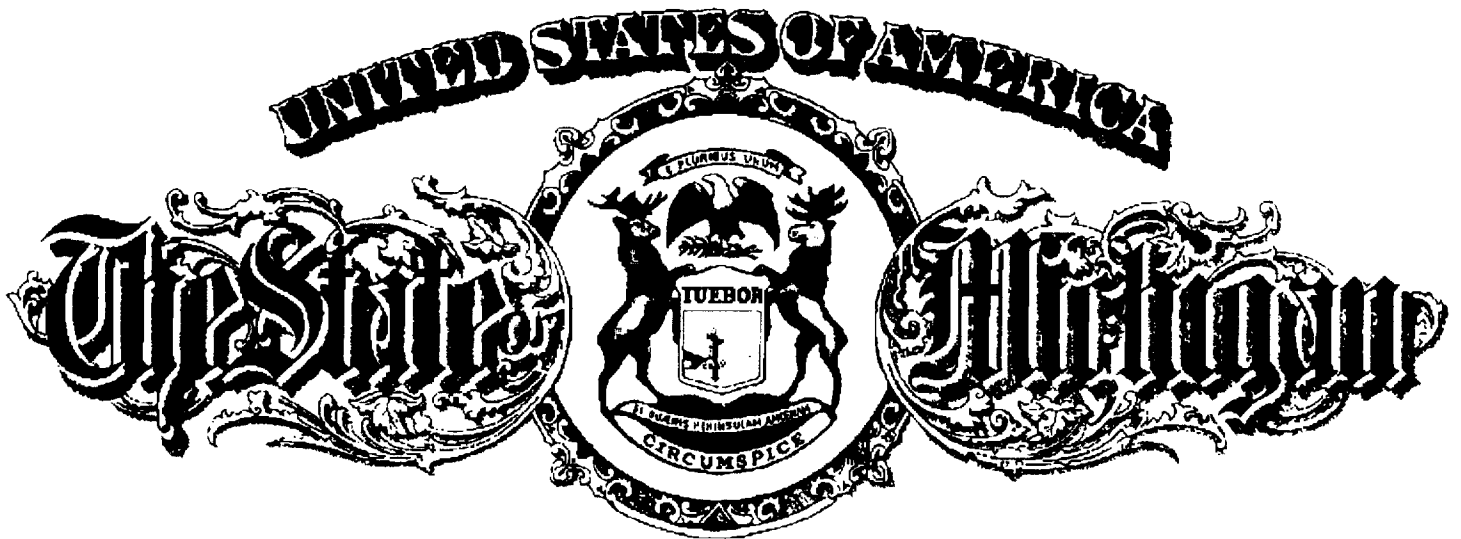

Signature

February 28, 2000
Date Signed

SCHEDULE B

U.S. TRADEMARK REGISTRATIONS

| <u>MARK</u> | <u>REGISTRATION NUMBER</u> |
|-----------------------|----------------------------|
| SHEFFIELD MEASUREMENT | 1,685,106 |
| SHEFFIELD MEASUREMENT | 1,685,660 |
| HYDRO-CRUISER | 949,287 |
| WARNER & SWASEY | 596,355 |
| CORDAX | 1,553,557 |
| SM (Stylized) | 1,370,920 |
| PROFILOMETER | 1,523,275 |
| AUTOMETROLOGY | 650,066 |
| ELECTROJET | 651,728 |
| DURA-FLEX | 1,026,428 |
| TITAN. (Stylized) | 1,531,640 |
| WARNER & SWASEY | 534,737 |
| WARNER & SWASEY | 858,877 |
| WS & Design | 688,230 |
| WS & Design | 698,539 |
| WS & Design | 699,385 |
| WS (Stylized) | 1,362,944 |



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of January, 2000.

, Director

Corporation, Securities and Land Development Bureau

**CERTIFICATE OF MERGER
 MERGING
 CROSS & TRECKER CORPORATION
 (a Michigan corporation)
 INTO
 GIDDINGS & LEWIS, INC.
 (a Wisconsin corporation)**

FILED

SEP 15 1999

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Pursuant to Section 450.1735 of the Michigan Business Corporation Act, the undersigned **GIDDINGS & LEWIS, INC.**, a Wisconsin corporation (the "Surviving Corporation"), owning 100 percent of the outstanding shares of each class and series of **CROSS & TRECKER CORPORATION**, a Michigan corporation (the "Subsidiary Corporation"), adopts the following Certificate of Merger.

FIRST: The names of the corporations participating in the merger and the states under which they are respectively incorporated are as follows:

| <u>Name of Corporation</u> | | <u>State</u> |
|-----------------------------|---------|--------------|
| Giddings & Lewis, Inc. | 623-022 | Wisconsin |
| Cross & Trecker Corporation | 006-440 | Michigan |

SECOND: This merger is permitted by the laws of the State of Wisconsin, the jurisdiction under which the Surviving Corporation is incorporated, and the plan of merger was adopted and approved by the board of directors of the Surviving Corporation in accordance with the laws of that jurisdiction.

THIRD: The name of the Surviving Corporation is Giddings & Lewis, Inc., and such corporation shall be governed by the laws of the State of Wisconsin.

FOURTH: The number of outstanding shares of the sole class of outstanding stock of the Subsidiary Corporation and the number of shares of that class owned by the parent, Surviving Corporation are as follows:

| <u>Name of Subsidiary Corporation</u> | <u>Designation of Sole Class of Outstanding Stock</u> | <u>Number of Outstanding Shares</u> | <u>Number of Shares of the Sole Class Owned by the Parent Corporation</u> |
|---|---|---|---|
| Cross & Trecker Corporation | Common Stock | 1,000 | 1,000 |

FIFTH: The Surviving Corporation agrees that it may be served with process in Michigan in any proceeding for the enforcement of any obligation of the Subsidiary Corporation.

SIXTH: This Certificate of Merger shall be effective, and the merger shall take effect, in accordance with the Plan of Merger, at 1:15 p.m., central time, on September 16, 1999.

001.606550.2

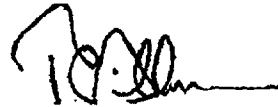
ek 6250 tabs 86780

SEVENTH: The Surviving Corporation appoints The Corporation Company, 30600 Telegraph Road, Bingham Farms, Michigan 48025, as its agent for service of process in any proceeding.

Dated this 13th day of September, 1999.

GIDDINGS & LEWIS, INC.
(Surviving Corporation)

By:



Todd A. Dillmann, Secretary