

4-21-00

05-15-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

APR 21 AM 9:50

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OPR/FINANCE

RECORDATION FORM 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 Sprague Controls Inc.

10221999

Formerly



Individual



General Partnership



Limited Partnership



Corporation



Association



Other



Citizenship/State of Incorporation/Organization

Delaware

Receiving Party



Mark if additional names of receiving parties attached

Name Echlin Inc.

DBA/AKA/TA

Composed of

Address (line 1)

4500 Dorr Street

Address (line 2)

Address (line 3)

Toledo

City

OH/USA

State/Country

43697

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

Connecticut

05/12/2000 JJALLAH2 00000054 75878069

FOR OFFICE USE ONLY

01 FC:481
02 FC:48240.00 OP
250.00 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. 20231TRADEMARK
REEL: 002072 FRAME: 0499

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 312-861-2000

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.

#

6

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)

75878069

75931758

75931755

2159429

75931194

75931757

75931754

75931752

75931756

75931753

Number of Properties

Enter the total number of properties involved.

#

11

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

290.00

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:

#

22-0440

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.

Lisa M. Barr

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party

Enter Additional 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

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)

Registration Number(s)

75931759		

Office of the Secretary of State

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:

"SPRAGUE CONTROLS INC.", A DELAWARE CORPORATION,

WITH AND INTO "ECHLIN INC." UNDER THE NAME OF "ECHLIN INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2156360 8100M

001104091

AUTHENTICATION: 0290277

DATE: 03-01-00

TRADEMARK
REEL: 002072 FRAME: 0502

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SPRAGUE CONTROLS INC.

INTO

ECHLIN INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation DOES HEREBY CERTIFY THAT:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Echlin Inc. ("Echlin")	Connecticut
Sprague Controls Inc. ("Sprague Controls")	Delaware

SECOND: Echlin is the owner of all of the outstanding shares of capital stock of Sprague Controls.

THIRD: An Agreement and Plan of Merger (the "Merger Agreement") has been duly adopted by each of the constituent corporations in accordance with the provisions of Section 253 of the DGCL.

FOURTH: The Merger Agreement provides for the merger of Sprague Controls with and into Echlin, and that Echlin will be the surviving corporation.

FIFTH: The Merger Agreement was duly approved by the Board of Directors of Echlin pursuant to the following resolutions thereof, adopted by unanimous written action without a meeting on October 22, 1999, in accordance with Section 141(f) of the DGCL:

RESOLVED, that this Board of Directors hereby adopts the Merger Agreement and the transactions contemplated thereby in all respects and that such adoption constitutes approval of the Merger Agreement, the Merger and all of the transactions contemplated thereby, for purposes of Section 818 of the Connecticut Business Corporation Act and similar provisions of any other statute that might be deemed applicable to the transactions contemplated by the Merger Agreement, and for purposes of [Echlin]'s Certificate of Incorporation and By-Laws; and

RESOLVED FURTHER, that the officers of [Echlin] be, and each of them hereby is, authorized to certify and deliver to the Secretary of State of the State of

Delaware a certificate of ownership and merger for filing as required by the DGCL and to certify and deliver to any other person or state official any other filings which may be required by law or which the officer or officers acting in the matter may deem necessary or advisable.

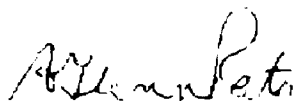
SIXTH Echlin will accept service of process in Delaware in any proceeding for enforcement of any obligation of Sprague Controls or for enforcement of any obligation of Echlin arising from the merger, and Echlin irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. Copies of such process should be mailed to Echlin at 100 Double Beach Road, Branford, Connecticut 06405.

(Signature is on the following page)

IN WITNESS WHEREOF, I have signed my name this 22nd day of October, 1999

ECHLIN INC.

By: _____



Name: A. Glenn Paton

Title: Senior Vice President & Treasurer


AFFIDAVIT OF ECHLIN OFFICER

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

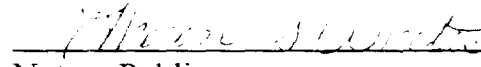
I, Steven E. Keller, being first duly sworn, state the following:

1. I am the Secretary of Echlin Inc. and I make this affidavit based on my personal knowledge of the facts stated herein.
2. I have been an officer of Echlin Inc. since July 9, 1998 to the present and I am familiar with, among other things, the patents and trademarks of Echlin Inc.
3. Echlin Inc. was incorporated in the State of Connecticut, U.S.A., on January 13, 1959 under the name The Echlin Manufacturing Company of Connecticut, Incorporated.
4. On March 15, 1996, Sprague Devices, Inc., an Indiana, U.S.A. corporation, merged with and into Echlin Inc.
5. On September 9, 1999 Moto Mirror Inc., a Texas, U.S.A. corporation, merged with and into Echlin Inc.
6. On October 29, 1999 Sprague Controls, Inc., a Delaware corporation, merged with and into Echlin Inc., prior to which the following events occurred:
 - * Sprague Aristo-Aire, Inc. was incorporated in the State of Delaware, U.S.A., on March 30, 1988.
 - * On August 8, 1994 by virtue of a resolution of the Board of Directors an amendment to the Certificate of Incorporation of Sprague Aristo-Aire, Inc. was filed, changing the name of the corporation to Sprague Controls, Inc.
7. True and accurate copies of documents evidencing the relevant transactions identified herein are attached hereto.

[Signature is on the following page]


Steven E. Keller
Secretary

Subscribed to and sworn to before
me this 28 day of March, 2000.


Notary Public

Dated : March 28, 2000



THERESA S. WHETRO
Notary Public, State of Ohio
My Commission Expires 3-27-2000