

05-15-2000

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027



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

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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

09071999

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

OH/USA

State/Country

43697

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☒ Corporation ☐ Association
- ☐ Other

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.)

☒ Citizenship/State of Incorporation/Organization

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:482

40.00 OP
50.00 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:
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TRADEMARK
REEL: 002072 FRAME: 0562

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 | Kirkland & Ellis c/o Lisa M. Barr, Esq. |
| Address (line 1) | 200 E. Randolph Dr., Suite 5300 |
| Address (line 2) | Chicago, IL 60601 |
| Address (line 3) | |
| Address (line 4) | |

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

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)

| | | | | | |
|--|--|--|---------|---------|---------|
| | | | 1911257 | 1803192 | 1777142 |
| | | | | | |
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Number of Properties

Enter the total number of properties involved.

#

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

90.00

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

4/18/00



The State of Texas

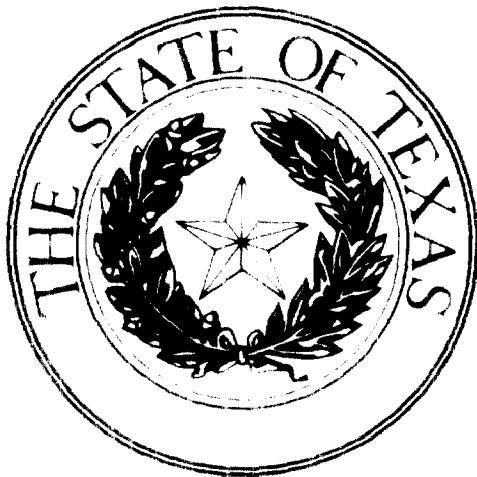
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:


**MOTO MIRROR INC.
FILE NO. 1260335**

ARTICLES OF MERGER

SEPTEMBER 9, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 1, 2000.


BAM

Elton Bomer
Secretary of State

**TRADEMARK
REEL: 002072 FRAME: 0564**

FILED
In the Office of the
Secretary of State of Texas
SEP 09 1999
Corporations Section

ARTICLES OF MERGER

OF

MOTO MIRROR INC.

INTO

ECHLIN INC.

Pursuant to Article 5.16(B) of the Texas Business Corporation Act (the "Act"), the undersigned corporations hereby execute the following Articles of Merger.

FIRST. The name of the parent corporation, which is a business corporation organized under the laws of the State of Connecticut, is Echlin Inc. ("Echlin").

SECOND. The name of the subsidiary business corporation to be merged with and into Echlin, which is a business corporation organized under the Act, is Moto Mirror Inc. ("Moto Mirror").

THIRD. The outstanding capital stock of Moto Mirror consists of (i) 108,696 shares of common stock, (ii) 250,000 shares of Series A preferred stock and (iii) 467,500 shares of Series B preferred stock (collectively, the "Outstanding Shares"). Echlin is the owner of all of the Outstanding Shares.

FOURTH. An Agreement and Plan of Merger (the "Plan of Merger") has been duly approved by the Boards of Directors of Echlin and Moto Mirror. The Plan of Merger provides for the merger of Moto Mirror with and into Echlin, as a result of which Echlin will be the surviving corporation.

FIFTH. Section 4.6 of the Plan of Merger provides that Echlin will be responsible for the payment of all fees and franchise taxes required by law and that Echlin will be obligated to pay such fees and taxes if the same are not timely paid.

SIXTH. The Plan of Merger was duly approved by the Board of Directors of Echlin pursuant to the following resolutions thereof, adopted by unanimous written action without a meeting as of September 2, 1999, in accordance with Section 749 of the Connecticut Corporation Act and in accordance with its Certificate of Incorporation and By-Laws:

RESOLVED, that this Board of Directors hereby adopts the [Plan of Merger] 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 statutes that might be deemed applicable to the transactions contemplated by the Plan of Merger, 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 Texas articles of merger for filing as required by the [Act] 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.

SEVENTH. The principal place of business of Echlin in Connecticut is 100 Double Beach Road, Branford, Connecticut 06405.

IN WITNESS WHEREOF, I have signed my name this 7th day of September, 1999.

ECHLIN INC.

By: 

Name: Steven E. Keller

Title: Senior Vice President & Secretary

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.

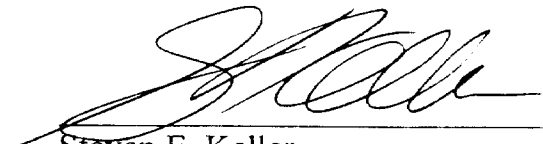
6. On October 29, 1999 Sprague Controls, Inc., a Delaware corporation, merged with and into Echlin Inc., prior to which the following events occurred:

* 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.

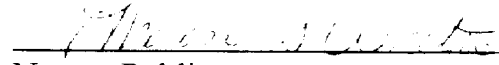
7. True and accurate copies of documents evidencing the relevant transactions identified herein are attached hereto.

[Signature is on the following page]



Steven E. Keller
Secretary

Subscribed to and sworn to before
me this 27 day of March, 2000.



Notary Public

Dated : March 27, 2000



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