

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

101356020

APR 21 AM 9:50
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 attachedName Sprague Devices, Inc.Execution Date
Month Day Year
 03061996Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party☐ Mark if additional names of receiving parties attachedName Echlin Inc.DBA/AKA/TA Composed of Address (line 1) 4500 Dorr StreetAddress (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 00000055 75633885

FOR OFFICE USE ONLY

01 FC:481
02 FC:48240.00 OP
75.00 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

TRADEMARK
REEL: 002072 FRAME: 0576

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.

#

45

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)

75633885

1727180

876384

442654

Number of Properties

Enter the total number of properties involved.

#

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

115.00

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

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
INDIANAPOLIS, INDIANA

To Whom These Presents Come, Greeting:

Whereas, there has been presented to me at this office Articles of Amendment in triplicate of SPRAGUE DEVICES, INC.

amending articles 5, 6 & 7 of the Articles of Incorporation.

Said Articles of Amendment having been prepared and signed in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

Whereas, upon due examination, I find that they conform to law:

Now, therefore, I hereby certify that I have this day endorsed my approval upon the triplicate copies of Articles so presented, and, having received the fees required by law, in the sum of \$ 2.50 have filed one copy of the Articles in this office and returned two copies bearing the endorsement of my approval to the Corporation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 17th day of July, 19 32

CHARLES F. FLEMING

Secretary of State.

By _____ Deputy.

For use by a Domestic Corporation
incorporated or reorganized under
"the Indiana General Corporation
Act," approved March 16, 1929.

— a —

ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION
of

APPROVED
AND
FILED

JUL 19 1950

Charles F. Fleming
SECRETARY OF STATE
OF INDIANA

SPRAGUE DEVICES, INC.

Charles A. Sprague

and

Frank Sprague

(President or ~~Vice President~~)

(Secretary or ~~Assistant Secretary~~)

of the above named corporation respectfully show that:

1. The above named corporation was organized or reorganized under "The Indiana General Corporation Act," approved March 16, 1929, on December 27, 1946

(Date)

2. The above named corporation upon the proposal of its Board of Directors by resolution duly adopted by said Board of Directors setting forth the proposed amendment—and directing that the same be submitted to a vote of the shareholders entitled to vote in respect thereof at a designated meeting of such shareholders and upon the adoption thereof by said shareholders at said meeting as provided by law and as hereinafter more specifically set out, does now hereby by

Charles A. Sprague

its president

and

Frank Sprague

its

secretary

(President or ~~Vice President~~)

(Secretary or ~~Assistant Secretary~~)

execute and acknowledge the following:

Articles of Amendment of its Articles of Incorporation

Exact text
of
Amendment

3. (a) Article 5 is hereby amended to read as follows, to-wit:

"The total number of shares into which its authorized capital stock is to be divided is Five Thousand Two Hundred shares consisting of shares as follows, to-wit:

No shares having a par value of \$ _____

Five Thousand Two Hundred shares without
par value"

(b) Article 6 is hereby amended to read as follows, to-wit:

"Five Thousand Two Hundred (5,200) shares having no par value shall constitute the common capital stock of this corporation.

The Board of Directors of this corporation from time to time may fix the amount of consideration to be paid for shares of the common capital stock of this corporation and such consideration may be in whole or in part in

(Here indicate
the number of
the article or
articles, as des-
ignated in the
articles of in-
corporation, to
be amended.)

in money, in other property, tangible or intangible, or in labor actually performed for or services actually rendered to the corporation and the judgment of the Board of Directors as to the value of such property, labor or services shall be conclusive.

When payment of the consideration for which a share was authorized to be issued shall have been received by this corporation, such share shall be taken to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payments.

(c) Article 7 is hereby amended to read as follows, to-wit:

"The common stock of this corporation shall consist of Five Thousand Two Hundred (5,200) shares of no par value, all with equal voting rights.

ARTICLES OF AMENDMENT
(Continued)

The manner and
vote by which it
was adopted.

The Board of Directors of said corporation, at a duly called (or regular meeting) of said Board held on June 7, 1950, at Michigan City, Indiana, adopted said resolution of Articles of Amendment of the Articles of Incorporation and submitted the proposed amendment to a vote of the shareholders entitled to vote thereon at a ~~(an)~~ special meeting, held on 21st day of June, 19 50 at Michigan City, Indiana.

Date
Place
Special or Annual

If the ten days notice of the shareholders' meeting, required by statute to be given to the shareholders, was waived by the shareholders, state if a majority of the shareholders entitled to vote was present, either in person or by proxy, and participated in the meeting.

Holders of all of the issued and outstanding shares of stock were present in person, remained throughout said meeting, and participated in the business thereof.

(b) At the shareholders' meeting the shareholders entitled to vote in respect of said amendments to the Articles of Incorporation, upon the call and notice required by law, did adopt the above amendment(s) by the affirmative vote of the holders of at least a majority and/or such greater proportion as required by its Articles of Incorporation, of the outstanding shares entitled to vote thereon; and/or by the affirmative votes of the holders of at least a majority and/or such greater proportion as required by its Articles of Incorporation of the outstanding shares entitled to vote as a class thereon; and/or at least a majority of the outstanding shares of all other classes entitled to vote thereon.

ARTICLES OF AMENDMENT

(Continued)

To be used if the total authorized amount or number of shares is increased by this amendment.

- (c) 1. The amount or number of shares heretofore authorized are as follows:

One Thousand (1,000)

2. The additional amount or number of shares authorized by this amendment are as follows:

Four Thousand Two Hundred (4,200)

To be used if the total authorized amount or number of shares is reduced by this amendment.

- (d) 1. The amount or number of shares heretofore authorized are as follows:

Not applicable

2. The amount or number of shares heretofore authorized that have been issued are as follows:

Not applicable

3. The amount or number of shares of reduction authorized by this amendment is as follows:

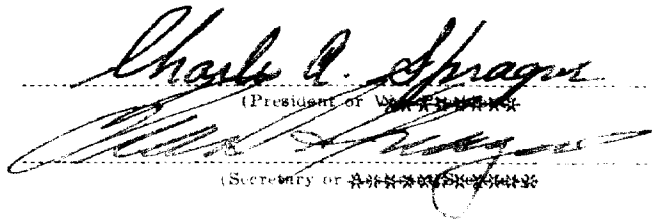
Not applicable

4. Said reduction will be accomplished in the following manner, to-wit:

Not applicable

ARTICLES OF AMENDMENT
(Continued)

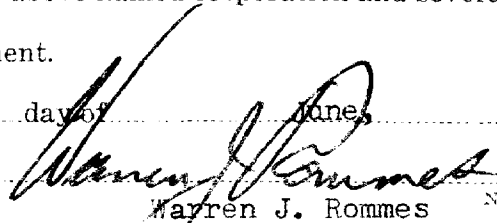
In witness whereof the undersigned..... Charles A. Sprague..... and Frank Sprague.....
president or ~~vice-president~~ secretary or ~~treasurer~~
respectively of said corporation have hereunto set their hands and seals this..... 28th..... day of
..... June,....., 19 50..


(President or ~~vice-president~~)
(Secretary or ~~treasurer~~)

State of..... INDIANA..... }
County of..... LAPORTE..... } ss:

Before me,..... Warren J. Rommes....., a Notary Public in and for said County
and State, personally appeared..... Charles A. Sprague..... and
..... Frank Sprague..... well known to me to be the..... president.....
and..... secretary....., respectively of the above named corporation and severally acknowl-
edged the execution of the foregoing Articles of Amendment.

Witness my hand and notarial seal this..... 28th..... day of..... June....., 19 50..
(Seal).....
My commission expires..... May 8, 1954.....


Warren J. Rommes Notary Public

(Articles of Amendment must be executed in triplicate; all three copies must be approved by the Secretary of State, who retains one copy; one copy must be filed by the corporation with the County Recorder of the County in which the Articles of Incorporation of such corporation were or should have been filed for record, before the corporation exercises any authority under the amendment; the corporation retains the other copy.)

Filing Requirements—Present 3 or 4 executed Copies to Secretary of State depending on whether New Principal Office is located in same or different County
 Recording Requirements—None. However, see Sec. 6 of Special Instructions No. 3, for recommended Practices as to Recording

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

OF

Sprague Devices, Inc.

STATE OF INDIANA

COUNTY OF LaPorte

SS:

The undersigned C. A. Sprague, President and Louise B. Bonahoom, Assistant Secretary, respectively, of Sprague Devices, Inc.

(hereinafter referred to as the "Corporation"), organized on January 1, 1952, pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating the change of Principal Office

hereby certify the following facts:

- The address of the Corporation has been changed so that the statement originally certified in Article IV of the Articles of Incorporation of the Corporation, as affected by previous similar changes, if any, now is as follows:

ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is

Huron Street, Michigan City, Indiana

and the name and post-office address of its Resident Agent in charge of such office is

- The change certified in this Notice was authorized pursuant to a resolution adopted by the Board of Directors of the Corporation at a meeting thereof duly called, constituted and held, at which a quorum of such Board of Directors was present.

TRADEMARK

REEL: 002072 FRAME: 0584

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
INDIANAPOLIS, INDIANA

4136-47

To Whom These Presents Come, Greeting:

Whereas, there has been presented to me at this office Articles of Amendment in triplicate of _____ *SPRAGUE DEVICES, INC.* _____

Amending Articles V, VI and VII.

Art. V. The total number of shares into which its authorized capital stock is to be divided is 50,000 shares consisting of shares as follows:

50,000 shares having a par value of
\$10.00 per share

No shares without par value

Said Articles of Amendment having been prepared and signed in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

Whereas, upon due examination, I find that they conform to law:

Now, therefore, I hereby certify that I have this day endorsed my approval upon the triplicate copies of Articles so presented, and, having received the fees required by law, in the sum of \$ 909.00 have filed one copy of the Articles in this office and returned two copies bearing the endorsement of my approval to the Corporation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 6th day of DECEMBER, 19 61.

CHARLES O. HENDRICKS,

Secretary of State.

By _____

Deputy.



TRADEMARK
REEL: 002072 FRAME: 0585

Prescribed by the Secretary of State of Indiana

Filing Requirements—Present 3 Executed Copies to Secretary of State

Recording Requirements—Before Exercising any Authority under Amendment, Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

APPROVED
AND
FILED

DEC 6 1961

Charles O. Hendricks
SECRETARY OF STATE OF INDIANA

ARTICLES OF AMENDMENT

OF THE

ARTICLES OF INCORPORATION

OF

SPRAGUE DEVICES, INC.

The undersigned officers of Sprague Devices, Inc. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain individual Articles of its Articles of Incorporation, certify the following facts:

SUBDIVISION A

THE AMENDMENTS

The exact text of Articles 5, 6 and 7 of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as "The Amendments"), now is as follows:

ARTICLE 5

The total number of shares into which its authorized capital stock is to be divided is 50,000 shares consisting of shares as follows:

50,000 shares having a par value of \$10.00
per share

No shares without par value



ARTICLE 6

50,000 shares having a par value of \$10.00 per share shall constitute the common capital stock of this corporation.

The Board of Directors of this corporation from time to time may fix the amount of consideration to be paid for shares of the common capital stock of this corporation and such consideration may be in whole or in part in money, in other property, tangible or intangible, or in labor actually performed for or services actually rendered to the corporation and the judgment of the Board of Directors as to the value of such property, labor or services shall be conclusive.

When payment of the consideration for which a share was authorized to be issued shall have been received by this corporation, such share shall be taken to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payments.

ARTICLE 7

The common stock of this corporation shall consist of 50,000 shares of the par value of \$10.00 each, all with equal voting rights.

SUBDIVISION BMANNER OF ADOPTION AND VOTE1. Action by Directors

The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on April 11, _____, 1960, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of The Amendments that the provisions and terms of Articles 5, 6 and 7 of its Articles of Incorporation be amended so as to read as set forth in The Amendments; and called a meeting of such Shareholders, to be held May 2, _____ 1960, to adopt or reject The Amendments.

2. Action by Shareholders

The Shareholders of the Corporation entitled to vote in respect of The Amendments, at a meeting thereof, duly called, constituted and held on May 2, 1960 _____, ~~19~~ _____, at which stockholders owning a total of 2558 shares of the stock of said corporation, being a majority of all of the issued and outstanding capital stock, _____ were present in person or by proxy, adopted The Amendments.

The number of shares entitled to vote in respect of The Amendments, the number of shares voted in favor of the adoption of The Amendments, and the number of shares voted against such adoption are as follows: _____

3327 entitled to vote in respect of the amendments;
2558 shares voted in favor of the adoption of the
amendments; no shares voting against such adoption

3. Compliance with Legal Requirements

The manner of the adoption of The Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

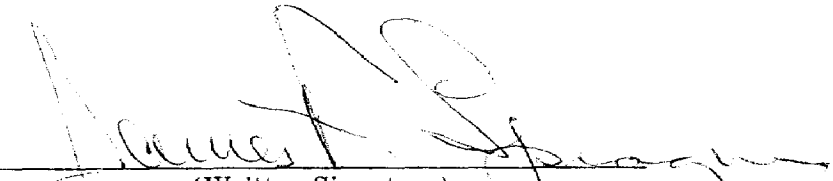
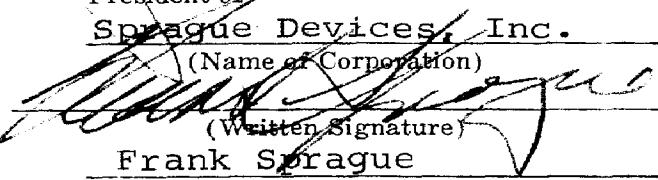
SUBDIVISION C

STATEMENT OF CHANGES MADE WITH RESPECT TO THE
SHARES HERETOFORE AUTHORIZED

The number of shares of present common stock is reduced to 3,967 by retiring and cancelling 1,233 shares of the common stock now held in its treasury as treasury stock.

Upon the authorization of the capital stock of 50,000 shares of \$10.00 par value per share as in this amendment set forth, the former capital stock issued and outstanding shall be exchanged for an equal number of shares of the newly authorized stock of the corporation of \$10.00 par value per share and then all of the then authorized shares of the present capital stock without par value including the unissued capital stock shall be retired and cancelled.

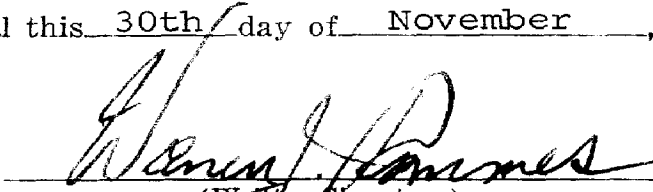
IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 30th day of November, ~~1961~~ 1961.


 (Written Signature)
James F. Sprague
 (Printed Signature)
 President of
Sprague Devices, Inc.
 (Name of Corporation)

 (Written Signature)
Frank Sprague
 (Printed Signature)
 Secretary of
Sprague Devices, Inc.
 (Name of Corporation)

STATE OF INDIANA }
 COUNTY OF LaPorte } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that James F. Sprague, the _____, the _____ President, and Frank Sprague, the _____ Secretary, of Sprague Devices, Inc., the officers executing the foregoing Articles of Amendment of Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 30th day of November, ~~1961~~ 1961.


 (Written Signature)
Warren J. Rommes
 (Printed Signature)
 Notary Public

My commission expires

May 10, 1962

This instrument prepared by Warren J. Rommes, Attorney at Law. 22

TRADEMARK
 REEL: 002072 FRAME: 0590

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
INDIANAPOLIS, INDIANA

4136-47

To Whom These Presents Come, Greeting:

Whereas, there has been presented to me at this office Articles of Amendment in triplicate of _____
SPRAGUE DEVICES, INC.

AMENDING ARTICLE IX.

Said Articles of Amendment having been prepared and signed in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

Whereas, upon due examination, I find that they conform to law:

Now, therefore, I hereby certify that I have this day endorsed my approval upon the triplicate copies of Articles so presented, and, having received the fees required by law, in the sum of \$ 13.00 have filed one copy of the Articles in this office and returned two copies bearing the endorsement of my approval to the Corporation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 30th day of JULY, 19 64.

CHARLES O. HENDRICKS,

Secretary of State.

By _____

Deputy.



TRADEMARK
REEL: 002072 FRAME: 0591

Corporate Form No. Sept. 1954)—Page One
ARTICLES OF AMENDMENT (Amending Individual Articles Only)
Prescribed by the Secretary of State of Indiana
Filing Requirements—Present 3 Executed Copies to Secretary of State
Recording Requirements—Before Exercising any Authority under Amendment, Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

APPROVED
AND
FILED

MAR 3 0 1964

Charles O. Hendrick
SECRETARY OF STATE OF INDIANA

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SPRAGUE DEVICES, INC.

The undersigned officers of SPRAGUE DEVICES, INC. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain individual Articles of its Articles of Incorporation, certify the following facts:

SUBDIVISION A
THE AMENDMENTS

The exact text of Article Nine (9) of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as "The Amendments"), now is as follows:

9. The number of Directors of this Corporation shall be five (5).



SUBDIVISION BMANNER OF ADOPTION AND VOTE1. Action by Directors

The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on February 23,, 19 62, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of The Amendments that the provisions and terms of Article Nine (9) of its Articles of Incorporation be amended so as to read as set forth in The Amendments; and called a meeting of such Shareholders, to be held September 12, 19 62, to adopt or reject The Amendments.

2. Action by Shareholders

The Shareholders of the Corporation entitled to vote in respect of The Amendments, at a meeting thereof, duly called, constituted and held on September 12,, 19 62, at which 15,630 shares

were present in person or by proxy, adopted The Amendments.

The number of shares entitled to vote in respect of The Amendments, the number of shares voted in favor of the adoption of The Amendments, and the number of shares voted against such adoption are as follows: 16,635; 15,630 voted in favor of the adoption of amendments; no shares voted against such adoption.

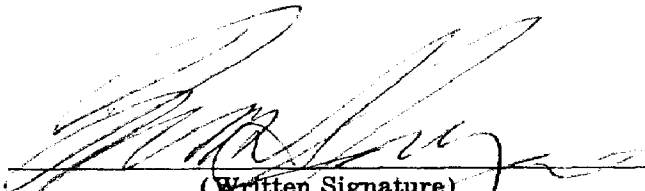
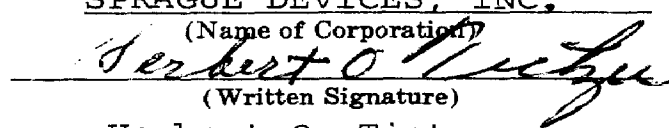
3. Compliance with Legal Requirements

The manner of the adoption of The Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

SUBDIVISION CSTATEMENT OF CHANGES MADE WITH RESPECT TO THE
SHARES HERETOFORE AUTHORIZED

none

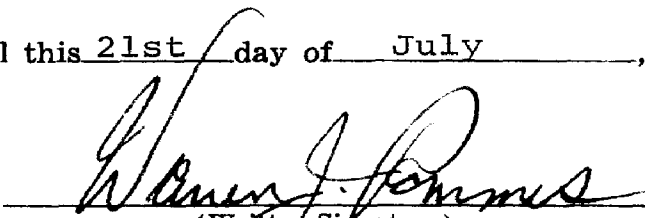
IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 21st day of July, 1964.


 (Written Signature)
Frank Sprague
 (Printed Signature)
 President of
SPRAGUE DEVICES, INC.
 (Name of Corporation)

 (Written Signature)
Herbert O. Tietzer
 (Printed Signature)
 Secretary of
SPRAGUE DEVICES, INC.
 (Name of Corporation)

STATE OF INDIANA }
 COUNTY OF LaPorte } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Frank Sprague, the President, and Herbert O. Tietzer, the Secretary, of SPRAGUE DEVICES, INC., the officers executing the foregoing Articles of Amendment of Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 21st day of July, 1964.


 (Written Signature)
Warren J. Rommes
 (Printed Signature)
 Notary Public

My commission expires

May 10, 1966

This instrument prepared by Warren J. Rommes, Attorney at Law.

FILING REQUIREMENTS — Present two fully executed copies to the Secretary of State, plus such additional copies as needed in order to fulfill the recording requirements.

RECORDING REQUIREMENTS — Within 10 days after filing, record a copy, duly certified by the Secretary of State, with the Office of the Recorder of all counties in Indiana in which any corporation party to the merger has real property, the title to which is transferred thereby.

ARTICLES OF MERGER — page one

Corporate Form #110 (Sept. 1977)

Prescribed by Larry A. Conrad
Secretary of State of Indiana

AUG 22 1988
RECORDED - REC

FILED
IND. SECRETARY OF STATE
CERTIFICATE NO
LONGER REQUIRED

ARTICLES OF MERGER

OF

SPRAGUE HOLDING COMPANY

NL

INTO

SPRAGUE DEVICES, INC.

194136-047

In compliance with the requirements of the Indiana ^{Business} ~~General~~ Corporations ^{Law} ~~Act~~ (hereinafter, the "Act"), the undersigned corporations, desiring to effect a merger, hereby certify that:

Article I

SURVIVING CORPORATION

A. The name of the corporation surviving the merger is:

Sprague Devices, Inc. and such name
~~has~~ has not (designate which) been changed as a result of the merger.

B. Check and complete one of the following:

(X) The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act.

() The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and admitted/not admitted (designate which) to do business in Indiana. If the surviving corporation is qualified to do business in Indiana, state date of admission _____ (if Application for Admission is filed concurrently herewith, state "Upon approval of Application for Admission").

() The surviving corporation does not intend to transact business in Indiana.

(IND. - 343 - 2/11/81)

TRADEMARK
REEL: 002072 FRAME: 0595

Article II

MERGING CORPORATION(S)

The name, State of Incorporation and date of incorporation or admission, respectively, of each Indiana domestic corporation and Indiana-qualified foreign corporation, *other than* the survivor, which is a party to the merger are as follows:

N/A

(Name of Corporation)	
(State of domicile)	(Date of incorporation or qualification in Indiana)
(Name of Corporation)	
(State of domicile)	(Date of incorporation or qualification in Indiana)
(Name of corporation)	
(State of domicile)	(Date of incorporation or qualification in Indiana)

Article III

AGREEMENT OF MERGER

"Schedule I"

The Agreement of Merger, containing the title, parties, terms and conditions, is set forth in ~~Exhibit~~ ^{Exhibit} attached hereto and made a part hereof.

Article IV

MANNER OF ADOPTION AND VOTE

The manner of adoption and vote by which the plan of merger was approved by each domestic corporation party to the merger is as follows:

A. Action by Domestic Surviving/Merging (designate which) Corporation, Sprague Devices, Inc.

(Name of corporation)

1. Action by Directors (select appropriate paragraph):

~~(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, adopted by a majority vote of the members of such board a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof at a _____ meeting of such shareholders to be held on _____, 19____, unless the same were so approved before such date by unanimous written consent.~~

(b) By written consent, executed on _____, 19_86, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted approving the Agreement of Merger and directing that it be submitted to the shareholders of such corporation entitled to vote in respect thereof ~~at a meeting of such shareholders to be held on _____, 19____, unless the same were so approved prior to such date by unanimous written consent.~~

2. Action by Shareholders (select appropriate paragraph):

~~(a) The shareholders of the above-named domestic corporation entitled to vote in respect of the Agreement of Merger, at a meeting thereof, duly called, constituted and held on _____, 19____, at which _____~~

~~were present in person or by proxy, authorized adoption of the merger by such corporation.~~

~~The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:~~

- ~~(1)
(2)
(3)~~

~~The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:~~

	Shares Entitled to Vote as a Class N/A		
	(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____
Shares voted in favor:	_____	_____	_____
Shares voted against:	_____	_____	_____

(b) By written consent, executed on April 28, 19_86, signed by the holders of 19,964 shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the shareholders authorized adoption of the Agreement of merger by such corporation.

3. Subsequent Action by Directors (select appropriate paragraph):

~~(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.~~

~~(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.~~

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

B. Action by Domestic Merging Corporation,

(Name of corporation)

1. Action By Directors (select appropriate paragraph):

~~(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, adopted by a majority vote of the members of such board a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof at a _____ meeting of such shareholders to be held on _____, 19____, unless the same were so approved before such date by unanimous written consent.~~

~~(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted approving the Agreement of Merger and directing that it be submitted to the shareholders of such corporation entitled to vote in respect thereof at a meeting of such shareholders to be held on _____, 19____, unless the same were so approved prior to such date by unanimous written consent.~~

2. Action by Shareholders (select appropriate paragraph):

(a) The shareholders of the above-named domestic corporation entitled to vote in respect of the Agreement of Merger, at a meeting thereof, duly called, constituted and held on _____, 19____, at which _____

_____ were present in person or by proxy, authorized adoption of the merger by such corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:

Shares Entitled to Vote as a Class

(1) (2) (3)

Shares entitled to vote: _____

Shares voted in favor: _____

Shares voted against: _____

(b) By written consent, executed on _____, 19____, signed by the holders of _____ shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the shareholders authorized adoption of the Agreement of Merger by such corporation.

3. Subsequent Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

4. ~~Compliance with Legal Requirements:~~

~~The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.~~

~~(Insert additional pages as necessary to show the manner of adoption and vote of each and every Indiana domestic corporation party to the merger.)~~

Article V**REPRESENTATIONS BY FOREIGN CORPORATION(S) PARTY TO THE MERGER**

(Strike this section if no foreign corporation is party to the merger)

- A. The plan was authorized by the foreign corporation(s), adopted or approved as the case may be, in accordance with the laws of the State of domicile.

(Strike this section if the surviving corporation is domestic)

- B. ~~The surviving foreign corporation hereby agrees:~~

1. That it may be served with process in the State of Indiana in any proceeding for the enforcement of any obligation of any domestic corporation party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;
2. To the irrevocable appointment of the Secretary of State of Indiana as its agent to accept service of process in any such proceeding, which process should be mailed by the Secretary of State to the following address _____ ;
3. That it will promptly pay to the dissenting shareholders of any domestic corporation party to this merger the amount, if any, to which they shall be entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

Article VI*

**STATEMENT OF CHANGES MADE WITH RESPECT TO INCREASE
IN AUTHORIZED SHARES OF SURVIVING CORPORATION**

(Strike this Article if survivor is not Indiana domestic corporation)

A. Total number of shares authorized survivor after giving effect to this merger	<u>106,654</u>
B. Total number of shares authorized survivor prior to this merger	<u>50,000</u>
C. Net increase in authorized shares (subtract B from A)	<u>56,654</u>
D. Aggregate of all shares authorized <i>non-surviving</i> domestic corporations party to this merger and all "Indiana shares" credited previously qualified (admitted) foreign corporations party to this merger	<u>----</u>
E. Authorized share increase, if any (subtract D from C)	<u>56,654</u>

*(The purpose for the information required by this section is to enable the Secretary of State to more readily calculate the additional fee, if any, resulting from an increase in authorized shares and to credit the surviving corporation with the authorized shares of merging domestic and "Indiana shares" of merging foreign corporations previously credited to such corporation parties to the merger, pursuant to IC 23-3-2-2, as amended by Indiana Acts 1977, P.L. 76.)

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer, duly attested by another such officer, acting for and on behalf of such corporation; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its Board of Directors and shareholders.

Dated this 25th day of July, 1988

Sprague Holding Company

(Name of Corporation)

By: Steve M. Barnett

(Written Signature)

Steve M. Barnett, President

(Printed Name)

President ~~MINNEAPOLIS~~

Eugene H. Edson
(Written Signature)

Eugene H. Edson, Secretary

(Printed Name)

Secretary ~~MINNEAPOLIS~~

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 25th day of July, 1988

Helen Chasten
(Written Signature)

Helen Chasten

(Printed Name)

My Notarial Commission Expires: August 12, 1989

Sprague Devices, Inc.

(Name of Corporation)

By: 

(Written Signature)

Robert L. Du Gene, President

(Printed Name)

President ~~Michael H. Kerr~~

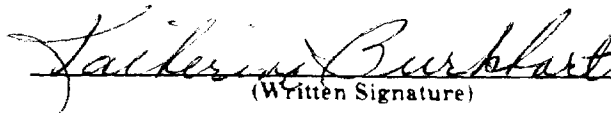
(Written Signature)

Thomas Kowieski, Secretary

(Printed Name)

Secretary ~~Michael H. Kerr~~STATE OF INDIANA)
COUNTY OF La Porte) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 25th day of July, 1988

(Written Signature)

KATHERINE BURKHART

(Printed Name)

My Commission Expires August 23, 1990

My Notarial Commission Expires: _____

This instrument was prepared by Michael H. Kerr, Kirkland & Ellis,
200 East Randolph Drive, Chicago, IL 60601

(Insert extra signature and Notary Acknowledgment pages as necessary)

SCHEDULE I

AGREEMENT AND PLAN OF MERGER
OF
SPRAGUE HOLDING COMPANY
AND
SPRAGUE DEVICES, INC.

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 28th day of April, 1986, by and between Sprague Devices, Inc., an Indiana corporation (hereinafter referred to as "Devices" or the "Surviving Corporation") and Sprague Holding Company, an Illinois corporation (hereinafter referred to as "Holding").

W I T N E S S E T H:

In consideration of the mutual promises hereinafter set forth, the parties hereto agree as follows:

ARTICLE FIRST

1.1 Devices has authorized capital stock consisting of 50,000 shares of Common Stock, \$10.00 par value per share, of which 19,964 shares are issued and outstanding.

1.2 Holding has authorized capital stock consisting of 6,654 shares of Class A Common Stock, no par value, and 100,000 shares of Class B Common Stock, no par value, of which 6,654 shares of Class A Common Stock and 19,964 shares of Class B Common Stock are issued and outstanding.

ARTICLE SECOND

Holding shall merge with and into Devices which shall exist by virtue and under the laws of the state of Indiana. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Devices shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purpose, powers, franchises, rights and immunities of Holding shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate existence of Holding, except insofar as it may be continued by reason of the laws of the state of Illinois, shall cease upon the Effective Date (as such term is hereinafter defined) of the merger and thereupon Holding and the Surviving Corporation shall become a single corporation.

ARTICLE THIRD

The Articles of Incorporation of Devices shall be amended and restated in their entirety to read as set forth in Exhibit A attached hereto and made a part hereof and shall be the Articles of Incorporation of the Surviving Corporation.

ARTICLE FOURTH

4.1. On the Effective Date of the merger, the 6,654 issued and outstanding shares of Class A Common Stock of Holding shall be converted into 6,654 shares of Class A Common Stock of Devices; and the 19,964 issued and outstanding shares of Class B Common Stock of Holding shall be converted into 19,964 shares of the Class B Common Stock of Devices.

4.2 On the Effective Date of the merger, the 19,964 issued and outstanding shares of Common Stock of Devices owned by Holding shall not be converted or exchanged in any manner and shall be deemed cancelled.

ARTICLE FIFTH

5.1. The By-laws of Devices as they exist on the Effective Date of the merger shall remain and shall be the By-laws of the Surviving Corporation until such time as they are altered, amended or repealed.

5.2. The board of directors of Devices prior to the merger shall, upon the Effective Date of the merger, be and remain the board of directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the shareholders of the Surviving Corporation or until their earlier death, resignation or removal.

5.3. The officers of Devices prior to the merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation and they shall hold office until the next annual meeting of the board of directors of the Surviving Corporation or until their earlier death, resignation or removal.

ARTICLE SIXTH

This Agreement and Plan of Merger shall become effective in each respective state on the date Articles of Merger are filed in the offices of the Secretary of State for Illinois and

Indiana (the "Effective Date"). On such Effective Date, the separate existence of Holding shall cease and Holding shall be merged with and into Devices in accordance with the provisions of this Plan of Merger.

ARTICLE SEVENTH

Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the board of directors of Devices or Holding at any time prior to the filing of Articles of Merger, if the board of directors of Devices or Holding should decide that it would not be in the best interest of such corporation.

ARTICLE EIGHTH

On the Effective Date, the Surviving Corporation shall, without further action or transfer, succeed to and have all the assets, rights, privileges, immunities, powers, franchises, patents, trademarks, licenses, registrations and all property, real, personal and mixed, subject to all the debts, restrictions, disabilities, duties and other liabilities of Holding.

IN WITNESS WHEREOF, the officers of each corporation have executed this Agreement and Plan of Merger on the day, month and year first above written.

SPRAGUE HOLDING COMPANY

By: Steve M. Barnett
Steve M. Barnett, President

ATTEST:

Eugene H. Edson
Eugene H. Edson, Secretary

SPRAGUE DEVICES, INC.

By: Robert L. Du Gene
Robert L. Du Gene, President

ATTEST:

Charles W. Menlenberg
Charles W. Menlenberg, Secretary

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
OF
SPRAGUE DEVICES, INC.

ARTICLE FIRST

The name of this corporation is Sprague Devices, Inc.

ARTICLE SECOND

The purpose or purposes for which the corporation is formed is to engage in any lawful act or activity for which corporations may be incorporated under the Indiana Business Corporation Law.

ARTICLE THIRD

The corporation is to have perpetual existence.

ARTICLE FOURTH

The address of the corporation's registered office in the state of Indiana is One North Capitol Avenue, Indianapolis, 46204. The name of its registered agent at such address is the C T Corporation System.

ARTICLE FIFTH

The Corporation shall have the authority to issue One Hundred Six Thousand Six Hundred Fifty-four (106,654) shares of all classes of capital stock, designated by class, number of shares and par value as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Class A Common Stock	6,654	No Par Value
Class B Common Stock	100,000	No Par Value

ARTICLE SIXTH

The preferences, qualifications, limitations, restrictions, and special or relative rights of the Class A Common Stock ("Class A Common") and Class B Common Stock ("Class B Common")

shall be identical in all respects, except as otherwise provided by law or expressly provided below:

6.1 Class A Common

A. Voting Rights. Each share of Class A Common shall be entitled to one vote in each matter submitted to a vote at a meeting of shareholders. The Class A Common shall not be entitled to cumulative voting rights, or to vote on any matter as a class except to the extent that class voting rights are required by law and cannot be limited or denied by the Articles of Incorporation of the Corporation. Subject to but without limiting the generality of the foregoing, the Class A Common shall not have any right to vote as a class in connection with any merger, sale of all or substantially all of the assets, dissolution or amendment of the Articles of Incorporation or By-Laws of the Corporation.

B. Dividends. When, as and if dividends are declared thereon, whether payable in cash, property or shares or other securities of the Corporation, each share of Class A Common shall be entitled to the product of (a) the aggregate amount of such dividend (or number or amount of shares or other securities, whole or fractional) declared on Class A Common and Class B Common, multiplied by (b) a fraction, (i) the numerator of which is one and (ii) the denominator of which is 44,364.

C. Liquidating Distributions. Upon a liquidating distribution, each share of Class A Common shall be entitled to the product of (a) the aggregate amount of such liquidating distribution declared on the Class A Common and Class B Common, multiplied by (b) a fraction, (i) the numerator of which is one and (ii) the denominator of which is 44,364.

D. Limitation on Declaration and Payment of Dividends and other Distributions. So long as any share of Class A Common shall remain issued and outstanding, the Corporation shall not have the authority to declare or pay any dividend or other distribution in respect of the Class B Common without simultaneously declaring or paying, as the case may be, a dividend or other distribution in respect of the Class A

Common in accordance with the provisions of this paragraph 6.1.

E. Subdivisions and Combinations. The Corporation shall not in any manner subdivide the outstanding shares of Class A Common. If the Corporation shall in any manner combine the outstanding shares of Class B Common, the outstanding shares of Class A Common shall be proportionately combined in the same manner and on the same basis as the outstanding shares of Class B Common have been combined.

F. Limitation on Authorization of Additional Shares and Reissuance of Shares. Except for the 6,654 shares of Class A Common authorized hereby, no additional shares of Class A Common shall be authorized without the unanimous consent of all of the holders of Class A Common and Class E Common. If the Corporation acquires shares of Class A Common, such shares shall upon such acquisition be cancelled and such shares shall not be reissued and the number of authorized shares of Class A Common shall be reduced by the number of shares so acquired.

6.2 Class B Common

A. Voting Rights. So long as any share of Class A Common shall remain issued and outstanding, the holders of Class B Common shall, as a class, be entitled to a number of votes equal to the sum of (a) 37,710, plus (b) the excess, if any, of (i) 6,654, over (ii) the number of shares of Class A Common outstanding and entitled to vote on the record date for determining shareholders entitled to vote in such manner (the "Class B Voting Pool") in each matter submitted to a vote at a meeting of shareholders; and each share of Class B Common shall be entitled to a number of votes equal to the quotient derived by dividing (y) the Class B Voting Pool, by (z) the number of shares of Class B Common outstanding and entitled to vote on the record date for determining shareholders entitled to vote in such matter. If no share of Class A Common is issued and outstanding, each share of Class B Common shall be entitled to one vote in each matter submitted to a meeting of shareholders. The Class B Common shall not be entitled to cumulative voting rights.

B. Dividends. When, as and if dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Class B Common shall be entitled to the excess of (a) the aggregate amount of such dividend (or number or amount of shares or other securities) payable to the holders of Class A Common and Class B Common, over (b) the amount of such dividend (or number or amount of shares or other securities) payable to holders of Class A Common (the "Class B Dividend Pool"). Each share of Class B Common shall be entitled to an amount of such dividend (or number or amount of shares or other securities, whole or fractional) equal to the quotient derived by dividing (a) the Class B Dividend Pool, by (b) the number of shares of Class B Common outstanding as of the record date for determining shareholders entitled to receive such dividend.

C. Liquidating Distributions. Upon a liquidating distribution, the holders of Class B Common will be entitled to the excess of (a) the aggregate amount of such liquidating distribution payable to the holders of Class A Common and Class B Common, over (b) the amount of such liquidating distribution payable to the holders of Class A Common (the "Class B Liquidating Distribution Pool"). Each share of Class B Common shall be entitled to the quotient derived by dividing (a) the Class B Liquidating Distribution Pool, by (b) the number of shares of Class B Common outstanding on the record date for such liquidating distribution.

D. Limitation on Declaration and Payment of Dividends and other Distributions. So long as any share of Class B Common shall remain issued and outstanding, the Corporation shall not have the authority to declare or pay any dividend or other distribution in respect of the Class A Common without simultaneously declaring or paying, as the case may be, a dividend or other distribution in respect of the Class B Common in accordance with the provisions of this paragraph 6.2.

E. Subdivisions and Combinations. So long as any share of Class A Common shall remain issued and outstanding, the Corporation shall not in any manner subdivide the outstanding

Class B Common. If the Corporation shall in any manner combine the outstanding shares of Class A Common, the outstanding shares of Class B Common shall be proportionately combined in the same manner and on the same basis as the outstanding shares of Class A Common have been combined, and the relational references of the Class B Common to the Class A Common contained in this paragraph 6.2 shall be appropriately adjusted to reflect such combination.

ARTICLE SEVENTH

In furtherance and not in limitation of the powers conferred by statute, the shareholders of the Corporation are expressly authorized to make, alter or repeal the by-laws of the Corporation.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Dated as of August 31, 1992

By and Between

SPRAGUE DEVICES, INC.

and

SDI ACQUISITION, INC.

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made among Sprague Devices, Inc., an Indiana corporation ("Sprague"), SDI Acquisition, Inc., a Delaware corporation ("SDI") and Steve M. Barnett, Eugene H. Edson, Thomas E. Kowieski, James D. Smart, Joseph C. Hesson, and Steve M. Barnett Ten Year Trust, ("Stockholders") on this 31st day of August, 1992.

WHEREAS, the Stockholders own all of the issued and outstanding shares of capital stock of Sprague (the "Sprague Common Stock");

WHEREAS, the Stockholders and the Board of Directors of each of Sprague and SDI have approved this Agreement and Plan of Merger;

WHEREAS, to complete such acquisition, the respective Boards of Directors of Sprague and SDI have approved the merger of SDI with and into Sprague:

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements hereinafter set forth, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Effective Time of Merger. Upon the terms and subject to the conditions contained in this Agreement, Articles of Merger shall be duly delivered to the Secretary of State of the State of Indiana for filing, on September 1, 1992 or at such other date as the parties may agree to. The Merger (as hereinafter defined) shall become effective upon the issuance of a certificate of merger by the Secretary of State of the State of Indiana (the "Effective Time").

2. Merger. At the Effective Time, SDI shall be merged into Sprague in accordance with the applicable provisions of the laws of the State of Indiana (the "Merger"). At the Effective Time, the separate existence of SDI shall cease and Sprague, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Indiana.

3. Transfer of Interests. The Surviving Corporation shall possess all rights, privileges, immunities, and franchises, of a public as well as of a private nature, of both Sprague and SDI; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to both Sprague and SDI, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of such entities shall not revert or be in any way impaired by reason of the Merger.

TRADEMARK

REEL: 002072 FRAME: 0614

4. Liabilities. The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of both Sprague and SDI; and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either entity shall be impaired by the Merger.

5. Cancellation, Conversion and Issuance of Shares. All shares and convertible debt obligations of Sprague Common Stock (both Class A and Class B) issued and outstanding immediately prior to the Effective Time shall at the Effective Time and by virtue of the Merger and without any action on the part of any shareholder be cancelled and converted into the right to receive 1,168,000 shares of common stock, par value \$1.00 per share, of Echlin Inc. (the "Purchaser Common Stock") (as adjusted pursuant to the Agreement and Plan of Reorganization by and among Echlin Inc., the Stockholders and other parties thereto dated July 31, 1992) (the "Merger Consideration").

6. Issuance of Surviving Corporation Shares. At the Effective Time, by virtue of the Merger, all shares of common stock of SDI outstanding immediately prior to the Effective Time shall cease to exist and shall be converted into the 22,182 shares of common stock (Class A and Class B as specified in the Articles of Merger) of the Surviving Corporation, which shares shall be and constitute the only outstanding stock of the Surviving Corporation.

7. The Closing. The closing of the Merger shall take place at the office of Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601, on the Closing Date (the "Closing").

194136-047

APPROVED
AND
FILED

**CERTIFICATE OF MERGER
OF
AT LEAST 90% OWNED SUBSIDIARY
(Surviving Connecticut Stock Corporation)**

END SECRETARY'S CERTIFICATE

The name of the parent surviving domestic corporation in the merger is Echlin Inc.

The Plan of Merger is as follows:

FIRST: Sprague Devices, Inc. shall be and hereby is merged into Echlin Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Echlin Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation which shall be outstanding on the effective date of this merger shall remain outstanding.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger shall be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The surviving corporation may be served with process in the State of Indiana in any proceeding for enforcement of any obligation of Sprague Devices, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the applicable provisions of the Indiana Business Corporations Law; and it does hereby irrevocably appoint the Secretary of State of Indiana as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Indiana is 100 Double Beach Road, Branford, Connecticut 06405 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Indiana duplicate copies of such process, one of which copies the Secretary of State of Indiana shall forthwith send by registered mail to said Echlin Inc. at the above address.

- 3 The Plan of Merger was approved by resolution adopted by the board of directors of each merging corporation.
- 4 No amendment is made to the charter of the surviving corporation as part of the merger.

Dated at 100 Double Beach Road, Branford, Connecticut this 6th day of March, 1996.


WE HEREBY DECLARE, under the penalties of false statement, that the statements in the following certificate, insofar as they pertain to Echlin Inc. are true.

ECHLIN INC.

By



Jon P. Leckerling
Vice President, General Counsel &
Corporate Secretary



Charles W. O'Connor
Assistant Secretary

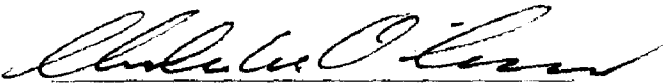
WE HEREBY DECLARE, under the penalties of false statement, that the statements in the following certificate, insofar as they pertain to Sprague Devices, Inc. are true.

SPRAGUE DEVICES, INC.

By



Jon P. Leckerling
Vice President & Secretary



Charles W. O'Connor
Assistant Secretary

194136-047

APPROVED
AND
FILED

IND. SECRETARY OF STATE

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 6th day of March, 1996, pursuant to Section 33 of the Stock Corporation Act of Connecticut, between Echlin Inc., Inc., a Connecticut corporation, and Sprague Devices, Inc., an Indiana corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Sprague Devices, Inc. shall be and hereby is merged into Echlin Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Echlin Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation which shall be outstanding on the effective date of this merger shall remain outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger shall be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing.

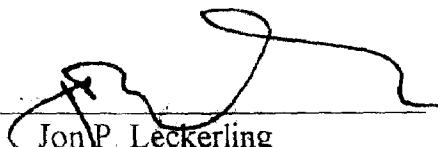
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action

(e) The surviving corporation may be served with process in the State of Indiana in any proceeding for enforcement of any obligation of Sprague Devices, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the applicable provisions of the Indiana Business Corporations Law; and it does hereby irrevocably appoint the Secretary of State of Indiana as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Indiana is 100 Double Beach Road, Branford, Connecticut 06405 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Indiana duplicate copies of such process, one of which copies the Secretary of State of Indiana shall forthwith send by registered mail to said Echlin Inc. at the above address

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors, have caused these presents to be executed by the Vice President and Corporate Secretary and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on this 6th day of March, 1996.

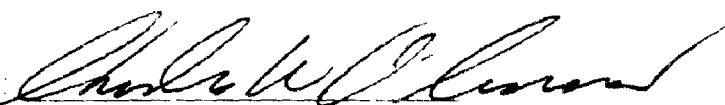
ECHLIN INC.

By:


Jon P. Leckerling
Vice President, General Counsel
and Corporate Secretary


ATTEST:

By:


Charles W. O'Connor
Assistant Secretary

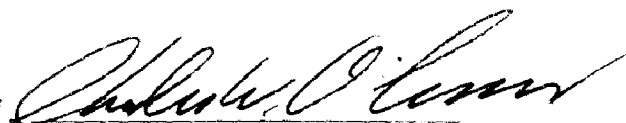
SPRAGUE DEVICES, INC.

By:


Jon P. Leckerling
Vice President and Secretary

ATTEST:

By:


Charles W. O'Connor
Assistant 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.

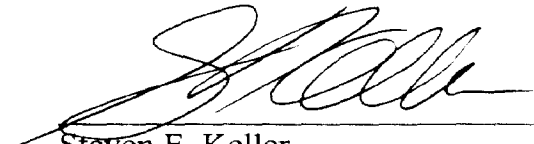
6. On October 29, 1999 Sprague Controls, Inc., a Delaware corporation, merged with and into Echlin Inc., prior to which the following events occurred:

* Sprague Aristo-Aire, Inc. was incorporated in the State of Delaware, U.S.A., on March 30, 1988.

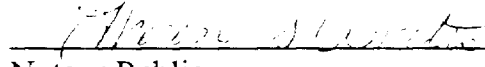
* On August 8, 1994 by virtue of a resolution of the Board of Directors an amendment to the Certificate of Incorporation of Sprague Aristo-Aire, Inc. was filed, changing the name of the corporation to Sprague Controls, Inc.

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 22 day of March, 2000.


Notary Public

Dated : March 22, 2000



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