

06-05-2000



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OPR/FINANCE

RECORDATION FORM COVER SHEET

4140
S. 15.00 TRADEMARKS ONLY

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

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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 Assignment.)

06/02/2000 DNGUYEN 00000139 022555 1783993

FOR OFFICE USE ONLY

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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: 002083 FRAME: 0342

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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

Mark if additional numbers attached

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

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

David M. Perry, Esquire



5/11/00

Name of Person Signing

Signature

Date Signed

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:

"WAUGH CONTROLS CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "WAUGH ACQUISITION CORPORATION" UNDER THE NAME OF "WAUGH ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 1995, AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0428911

DATE: 05-10-00

TRADEMARK
REEL: 002083 FRAME: 0344

CERTIFICATE OF OWNERSHIP AND MERGER

merging

WAUGH CONTROLS CORPORATION
(a California corporation)

with and into

WAUGH ACQUISITION CORPORATION
(a Delaware corporation)


Pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), Waugh Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware ("Waugh Acquisition"), DOES HEREBY CERTIFY THAT:

FIRST: Attached hereto as Exhibit A is the unanimous written consent of the Board of Directors of Waugh Acquisition and the Board of Directors resolutions consenting to the merger of Waugh Controls Corporation with and into Waugh Acquisition Corporation, adopted on January 17, 1995. Waugh Controls Corporation is a wholly owned subsidiary of Waugh Acquisition Corporation.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Ownership and Merger to be signed on its behalf this 18th day of January, 1995.


WAUGH ACQUISITION CORPORATION

By: _____


Name: David Pflieger
Title: Vice President

Acknowledged:

By: _____


Name: James C. Fiedler
Title: Vice President

UNANIMOUS WRITTEN CONSENT ACTION
OF THE BOARD OF DIRECTORS
OF WAUGH ACQUISITION CORPORATION

The undersigned, being all of the directors of Waugh Acquisition Corporation, a Delaware corporation (the "Corporation"), in lieu of a meeting of the board of directors, do hereby approve and consent to take the following actions without a meeting in accordance with Section 141(f) of the General Corporation Law of the State of Delaware and the Bylaws of the Corporation:

Short Form Merger

WHEREAS, Waugh Controls Corporation is a wholly owned subsidiary of the Corporation; and

WHEREAS, the merger of Waugh Controls Corporation with and into the Corporation is deemed to be of a business benefit to and in the best interest of the Corporation.


NOW, THEREFORE, BE IT RESOLVED, that Waugh Controls Corporation be merged with and into the Corporation with the Corporation being the sole surviving corporation (the "Merger"); and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed for and on behalf of the Corporation, to do and perform all such acts and things and enter into and execute, certify and attest all such documents or instruments that, in the judgment of the officer taking such action, are necessary or appropriate to effectuate and carry out the purpose and intent of the Merger; and


RESOLVED FURTHER, that all acts and deeds previously performed by any of the officers of the Corporation prior to the date of these resolutions that are within the authority conferred by the foregoing resolutions are hereby ratified, confirmed and approved as the authorized acts and deeds of the Corporation.

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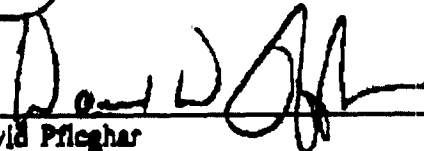
IN WITNESS WHEREOF, the undersigned have executed this consent effective the 17th day of January, 1995.



Michael L. Tiner

~~~~

~~James A. Nelson~~



David Pfeiffer

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