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02-16-2001



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Attorney's Do. No. 6639-105

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

BOX ASSIGNMENT

Commissioner of Patents and Trademarks
Washington, D.C. 20231

Please record the attached original Articles of Merger with Certificate of Ownership and Merger, or copy thereof, and return the recorded instrument to the undersigned.

- 1. Name of party conveying an interest: N.S.I. Corporation
- 2. Name and address of party receiving an interest: Leviton Manufacturing Co., Inc.
59-25 Little Neck Parkway
Little Neck, NY 11362

3. Description of the transaction to be recorded:

Assignment Change of Name Security Agreement Merger

Date of execution of attached instrument: August 3, 2000

4. Application numbers and registration numbers:

<u>Trademark Application Serial No.</u>	<u>Filing Date</u>	<u>Trademark</u>
(1) 76/058,052	05/24/00	NSI & design

<u>Trademark Registration Nos.</u>	<u>Registration Date</u>	<u>Trademark</u>
(1) 1,385,084	03/04/86	192 PACK
(2) 1,871,137	01/03/95	COLORNET
(3) 793,272	07/27/65	COLORTRAN
(4) 1,073,543	09/20/77	COLORTRAN
(5) 1,084,564	02/07/78	COLORTRAN
(6) 1,825,759	03/08/94	ENCORE
(7) 1,946,738	01/09/96	I SERIES
(8) 1,408,292	09/09/86	MAGICSHEET
(9) 1,779,561	06/29/93	MEDALLION
(10) 1,240,003	05/31/83	MINI ELLIPSE
(11) 892,801	06/16/70	MINI-PRO
(12) 1,384,115	02/25/86	PACKMASTER
(13) 1,401,939	07/22/86	PRESTIGE & design
(14) 1,921,717	09/26/95	SCENESAVER
(15) 1,938,811	11/28/95	SECTOR
(16) 2,298,790	12/07/99	INNOVATOR
(17) 1,837,744	05/31/94	LUMA-NET
(18) 1,502,922	09/06/88	NSI & design

RECEIVED
2001 FEB 15 PM 4:34
ASSIGNMENT SERVICES
DIVISION

5. Name and address of party to whom correspondence concerning document should be mailed:

MARGER JOHNSON & McCOLLOM, P.C.

1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613

02/16/2001 JJALLAM2 00000005 76058052

01 FC:481
02 FC:482
03 FC:484


40.00 OP
450.00 OP
120.00 OP

6. Number of applications and registrations involved: 19
7. Enclosed is our check for \$490
8. Any deficiency or overpayment should be charged or credited to deposit account number 13-1703.
9. 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 Articles of Merger with Certificate of Ownership and Merger.

Dated: February 14, 2001

Respectfully submitted,

MARGER JOHNSON & McCOLLOM, P.C.



Joseph S. Makuch
Reg. No. 39,286

Total number of pages comprising
cover sheet and attached instrument: 8

MARGER JOHNSON & McCOLLOM, P.C.
1030 SW Morrison Street
Portland, OR 97205
(503) 222-3613

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Articles of
Merger
filed on
August 2, 2000
for
LEVITON MANUFACTURING CO., INC.

merging with and into
NSI CORPORATION

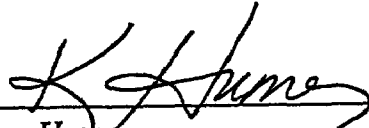
with the survivor as
LEVITON MANUFACTURING CO., INC.
is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State



By


Kristine Hume

August 2, 2000



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 161
Salem, OR 97310-1327

Check the appropriate box below:

- BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

Articles of Merger
For office use only

FILED

AUG 02 2000

OREGON
SECRETARY OF STATE

Registry Number: 759206-87

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

A. _____
B. _____

2) NAME OF THE SURVIVING CORPORATION _____

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW.

Corporation A

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Leviton Manufacturing Co., Inc.
Oregon Registry Number 759206-87

6) NAME OF SUBSIDIARY CORPORATION NSI Corporation
Oregon Registry Number 01814284

7) NAME OF SURVIVING CORPORATION Leviton Manufacturing Co., Inc.

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ 19 ____.

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

Ralph DeBiasi

Signature

Title

Group VP-Finance-CFO

11) CONTACT NAME

Ralph DeBiasi

DAYTIME PHONE NUMBER

(718) 631-6524

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your

759206-87

FILED

AUG 02 2000

OREGON
SECRETARY OF STATE

PLAN OF MERGER

MERCING
NSI CORPORATION
INTO
LEVITON MANUFACTURING CO., INC.

WHEREAS, Leviton Manufacturing Co., Inc., a Delaware corporation and authorized to do business in the State of Oregon, is the owner of all of the outstanding share of stock of NSI Corporation, a corporation organized and existing under the laws of the State of Oregon; and

WHEREAS, Leviton Manufacturing Co., Inc. has determined to merge into itself NSI Corporation and assume all of its liabilities and obligations and be the surviving corporation;

NOW, THEREFORE, the following constitutes the Plan of Merger duly adopted on July 26, 2000:

1. Leviton Manufacturing Co., Inc. merges and hereby does merge into itself NSI Corporation and assumes all of its liabilities and obligations. Leviton Manufacturing Co., Inc. is the surviving corporation of the merger.
2. The merger shall constitute the complete liquidation of NSI Corporation into Leviton Manufacturing Co., Inc. and the distribution of all of the property of NSI Corporation to Leviton Manufacturing Co., Inc. in complete cancellation of all of the share of stock of NSI Corporation.
3. The merger shall be effective upon filing both the Articles of Merger with the Secretary of State of Oregon and the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware. Such filings shall be made as soon as practical in the year 2000.

wpdocs\leviton\merger.pla

TRADEMARK
REEL: 002193 FRAME: 0511

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:

"NSI CORPORATION", A OREGON CORPORATION,

WITH AND INTO "LEVITON MANUFACTURING CO., INC." UNDER THE NAME OF "LEVITON MANUFACTURING CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2230964 8100M

001304259

Edward J. Freel, Secretary of State

0600777

AUTHENTICATION: TRADEMARK

REEL: 002193 FRAME: 0512

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
NSI CORPORATION
INTO
LEVITON MANUFACTURING CO., INC.

Leviton Manufacturing Co., Inc., a corporation organized and existing under the laws of the State of Delaware does hereby certify:

FIRST: That this corporation was incorporated on the 18th day of May, 1990, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of NSI Corporation, a corporation incorporated on the 23rd day of January 1986, pursuant to ORS Chapter 57 of the laws of the State of Oregon.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members and filed with the minutes of the Board on the 26th day of July, 2000, determined to merge into itself said NSI Corporation.

RESOLVED, that Leviton Manufacturing Co., Inc. merge, and it hereby does merge, into itself NSI Corporation and assumes all of its liabilities and obligations; and

FURTHER RESOLVED, that the merger shall constitute the complete liquidation of NSI Corporation into this corporation and the distribution of all of the property of NSI Corporation to this corporation in complete cancellation of all of the shares of stock of NSI Corporation; and

FURTHER RESOLVED, that the merger shall be effective upon filing of this Certificate with the Secretary of State of Delaware. Such filing shall not be made unless and until the Articles of Merger of NSI Corporation with and into Leviton Manufacturing Co., Inc. shall be filed with the Secretary of State of Oregon; and

FURTHER RESOLVED, that the President and CEO or the Group Vice President-Finance and CFO of this corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said NSI Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any wise necessary or proper to effect said merger, including the execution by either of the aforesaid officers and filing of Articles of Merger with the Secretary of State of Oregon.

IN WITNESS WHEREOF, said Leviton Manufacturing Co., Inc. has caused this Certificate
to be signed by Ralph DeBiasi, its Group Vice President-Finance and CFO, this 26th day of July,
2000.

LEVITON MANUFACTURING CO., INC.

By:

Ralph DeBiasi

Ralph DeBiasi

Group Vice President-Finance and CFO