

FORM PTO-1618A
Expires 08/30/98
OMB 0651-0027

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

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

May 30, 2000

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/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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

700005016

REEL: 2238 FRAME: 0566

FORM PTO-1618B
Expires 08/31/99
OMB 0651-0027

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

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.

Robert L. Titley

Name of Person Signing



Signature

March 5, 2001

Date Signed



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

WRIGHT LINE TEXAS INC.

A Texas corporation

converting to

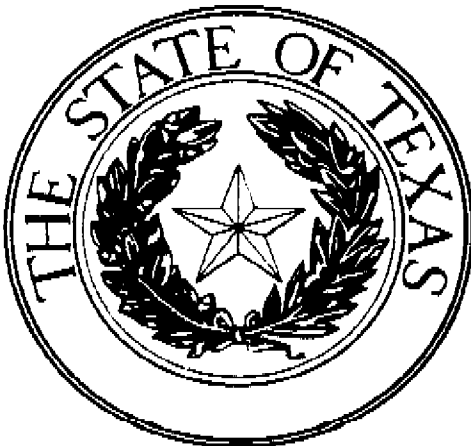
APW LTD.

An other entity

have been received in this office and found to conform to law. **ACCORDINGLY**, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: May 30, 2000

Effective: June 1, 2000



Elton Bomer
Secretary of State
TRADEMARK
REEL: 2238 FRAME: 0568

FILED
in the Office of the
Secretary of State of Texas

**ARTICLES OF CONVERSION
OF
WRIGHT LINE TEXAS INC.**

MAY 30 2000

Corporations Section

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act (the "TBCA") and the appropriate provisions of The Companies Act, 1981 of Bermuda (the "Companies Act"), the undersigned converting entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the TBCA and the Companies Act.

1. The name of the converting entity is Wright Line Texas Inc., a Texas corporation (the "Converting Entity").

2. A plan of conversion was approved and adopted in accordance with the provisions of Article 5.03 of the TBCA providing for the conversion of the Converting Entity to APW Ltd., a Bermuda exempted company (the "Converted Entity").

3. An executed Agreement and Plan of Merger and Conversion dated as of May 31, 2000 ("Plan of Conversion") is on file at the principal place of business of the Converting Entity at 160 Gold Star Boulevard, Worcester, MA 01606 and, from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of the Converted Entity at N22 W23685 Ridgeview Parkway West, Waukesha, WI 53188-1013.

4. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any shareholder of the Converting Entity or the Converted Entity.

5. The number of outstanding shares of each class or series of stock of the Converting Entity entitled to vote are as follows:

<u>Number of Shares Outstanding</u>	<u>Class</u>
380,000	Common Stock

6. The number of shares, not entitled to vote only as a class, voted for and against the Plan of Conversion, respectively, are as follows:

<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
380,000	0	Common Stock

7. The Converted Entity will be responsible for and pay when due all fees and franchise taxes of the Converting Entity.

8. The conversion will become effective upon the effectiveness of registration by way of continuation of the Converted Entity as an exempted company under the Companies Act which shall occur on June 1, 2000, in accordance with the provisions of Article 10.03 of the TBCA.

IN WITNESS WHEREOF, the undersigned has caused this Articles of Conversion to be executed this 30th day of May, 2000.

WRIGHT LINE TEXAS INC.

By: 
Richard D. Carroll
Vice President