

03-05-2001



SHEET

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
General Signal Power Systems, Inc.

5.21.01

- Individual(s)
- General Partnership
- Corporation of Wisconsin
- Other _____
- Association
- Limited Partnership

Date of full execution of attached Document is August 16, 2000
ie. The document was signed by the conveying party on August

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies):

Name: Waukesha Electric Systems, Inc.

Street Address: 700 Terrace Point Drive

City: Muskegan State: Michigan ZIP: 49443

- Individual(s) citizenship _____
- Association _____

- General Partnership _____
- Limited Partnership _____
- Corporation of Wisconsin
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)



02-21-2001

U.S. Patent & TMO/TM Mail Rpt. Dt. #40

B. Trademark Registration No(s). 2123812

Additional numbers attached? Yes No

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

Name: John H. Weber

Internal Address: PEPPER HAMILTON LLP

Street Address: 600 Fourteenth Street, N.W.

City: Washington State: DC ZIP: 20005-2004

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-0436

Atty. Dkt. No.: 114296-132

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

John H. Weber
Name of Person Signing

Signature

February 21, 2001
Date

Total number of pages comprising cover sheet: 1

40.00
03/05/2001
03/05/2001

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ARTICLES OF MERGER

OF

HIGH VOLTAGE SUPPLY, INC.

AND

GENERAL SIGNAL POWER SYSTEMS, INC.

To the Department
of Financial Institutions
State of Wisconsin

Pursuant to the provisions of the Wisconsin Business Corporation Law governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the state of Texas, is High Voltage Supply, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the state of Wisconsin, is General Signal Power Systems, Inc.

3. The number of outstanding shares of High Voltage Supply, Inc. is 1,000 (one thousand), all of which are of one class, and all of which are owned by General Signal Power Systems, Inc.

4. The following is the Plan of Merger for merging High Voltage Supply, Inc. into General Signal Power Systems, Inc. as approved by resolution of the Board of Directors of General Signal Power Systems, Inc.:

"RESOLVED, that the Corporation merge High Voltage Supply, Inc. with and into the Corporation and assume all of the obligations, duties, rights and powers of High Voltage Supply, Inc. in accordance with the terms set forth in Exhibit A to the Articles of Merger attached hereto as Annex I.

RESOLVED, that the merger shall be effective as of December 31, 2000, subsequent to the filing of the Articles of Merger with the Secretary of State of the state of Texas and the Articles of Merger with the Department of Financial Institutions of the State of Wisconsin.

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RESOLVED, that each of the officers of the Corporation be, and each hereby is, directed to make and execute the Articles of Merger setting forth a copy of the resolutions to merge High Voltage Supply, Inc. with and into the Corporation and to assume High Voltage Supply, Inc.'s obligations, duties, rights and powers, and the date of adoption thereof, and to cause the Articles of Merger to be filed with the Secretary of State of the State of Texas and to do all acts and things whatsoever, whether within or without the state of Texas, which may be necessary or proper to effect said merger.

RESOLVED, that the officers of this Corporation be, and each hereby is, authorized and directed to execute the Articles of Merger and to cause the Articles of Merger to be filed with the Department of Financial Institutions of the State of Wisconsin and to do all acts and things whatsoever, whether within or without the state of Wisconsin, which may be necessary or proper to effect said merger.

RESOLVED, That effective immediately upon merger of High Voltage Supply, Inc. with and into the Corporation, the name of the Corporation shall be changed to Waukesha Electric Systems, Inc.

RESOLVED, that the officers of this Corporation be, and each hereby is, authorized to take or cause to be taken all such further actions and to execute all such further agreements, documents, certificates and undertakings in the name and on behalf of this Corporation, and incur all fees, which he or she may deem to be necessary or appropriate for the organization of this Corporation or to enable this Corporation to carry out the obligations of this Corporation under, to effect the transactions contemplated by, and to carry out the intent and accomplish the purposes of, the foregoing resolutions.

RESOLVED, that all actions heretofore taken by any officer or director of this Corporation in connection with the foregoing be, and they hereby are, ratified and approved in all respects."

5. General Signal Power Systems, Inc., as the owner of all of the issued shares of High Voltage Supply, Inc., waived, in writing, the mailing of a copy of the Plan of Merger.

6. Shareholder approval was not required. The plan of merger was approved in respect of High Voltage Supply, Inc. in accordance with the provisions of Sections 180.1101, 180.1104, 180.1105, and 180.1107 of the Wisconsin Business Corporation Law.

7. The laws of the jurisdiction of organization of High Voltage Supply, Inc. permit a merger of a wholly-owned subsidiary business corporation of that jurisdiction into a parent business corporation organized under the provisions of Wisconsin Business Corporation Law; and the merger of High Voltage Supply, Inc. into General Signal Power Systems, Inc. is in compliance with the laws of the jurisdiction of organization of High Voltage Supply, Inc.

8. The effective time and date in the state of Wisconsin of the merger herein provided for shall be 11:59 p.m. on December 31, 2000.

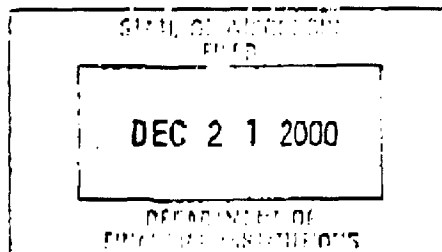
Executed on: December 18, 2000.

High Voltage Supply, Inc.

By: [Signature]
Name: Patrick J. O'Leary
Title: President

General Signal Power Systems, Inc.

By: [Signature]
Name: Christopher J. Kearney
Title: Vice President and Secretary



THIS DOCUMENT }
WAS DRAFTED BY } *C. J. & K. J.*