

03-06-2001

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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.

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

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

2. Name and address of receiving party(ies):
Name: Waukesha Electric Systems, Inc.
Street Address: 700 Terrace Point Drive
City: Muskegon State: Michigan ZIP: 49443

Individual(s) citizenship _____
 Association _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 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)

B. Trademark Registration No(s). 1920754

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.: 121284-5

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

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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.

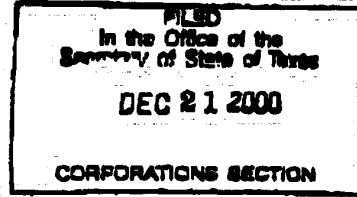
John H. Weber February 23, 2001
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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ARTICLES OF MERGER
OF
HIGH VOLTAGE SUPPLY, INC.
INTO



GENERAL SIGNAL POWER SYSTEMS, INC.

To the Secretary of State
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the foreign parent corporation herein named adopts the following articles of merger for the purpose of merging its Texas wholly-owned subsidiary corporation into said foreign parent corporation.

1. The name of the parent corporation is General Signal Power Systems, Inc.; and the jurisdiction under which it is organized is the state of Wisconsin.
2. The name of the subsidiary corporation is High Voltage Supply, Inc.; and the jurisdiction under which it is organized is the state of Texas.
3. The number of outstanding shares of the subsidiary corporation is 1,000 (one thousand), all of which are of one class, and all of which are owned by the parent corporation.
4. The following is a copy of the resolution to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on December ~~16~~ 2000:

"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 Secretary of State of the state of Wisconsin.

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.

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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 Secretary of State 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. The approval of the Plan of Merger was duly authorized by all action required by the laws under which General Signal Power Systems, Inc. was incorporated and by its constituent documents.

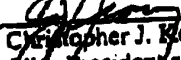
6. The name and address of the registered office of the parent corporation in the jurisdiction under the laws of which it is governed is c/o CT Corporation System, 44 East Mifflin, Suite 1000, City of Madison, County of Dade, state of Wisconsin 53703.

7. General Signal Power Systems, Inc. will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid, pursuant to Article 5.16 of the Texas Business Corporation Act.

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

Executed on: December 18, 2000

General Signal Power Systems, Inc.

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

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RECORDED: 02/23/2001

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