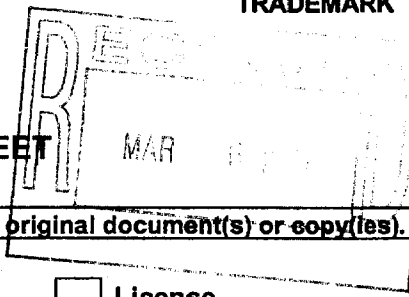


03-26-2001



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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 Wright Line Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Wright Line Texas Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 160 Gold Star Boulevard

Address (line 2) _____

Address (line 3) Worcester Massachusetts 01606
City State/Country Zip Code

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

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.

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

QBMKE4685649

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

R. L. Titley
Signature

March 5, 2001
Date Signed



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

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

WRIGHT LINE INC.
A Massachusetts corporation
with
WRIGHT LINE TEXAS INC.
A Texas corporation

have been received in this office and are 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 Merger.

Filed May 30, 2000

Effective May 31, 2000



Elton Bomer
Secretary of State

TRADEMARK
REEL: 002256 FRAME: 0677

FILED
In the Office of the
Secretary of State of Texas
MAY 30 2000
Corporations Section

ARTICLES OF MERGER

merging

WRIGHT LINE INC.
(a Massachusetts corporation)

with and into

WRIGHT LINE TEXAS INC.
(a Texas corporation)

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporations certify the following Articles of Merger adopted for the purpose of effecting a merger (the "Merger") in accordance with the provisions of Part Five of the TBCA.

1. The name of each of the undersigned corporations that is a party to the Merger and the laws under which such corporation is organized are:

<u>Name of Corporation</u>	<u>State</u>
Wright Line Inc.	Massachusetts
Wright Line Texas Inc.	Texas

2. An Agreement and Plan of Merger and Conversion (the "Plan of Merger") was approved and adopted in accordance with the provisions of Article 5.03 of the TBCA providing for the merger of Wright Line Inc. with and into Wright Line Texas Inc. and resulting in Wright Line Texas Inc. being the surviving corporation in the Merger.

3. An executed copy of the Plan of Merger is on file at the principal place of business of Wright Line Texas Inc., 160 Gold Star Boulevard, Worcester, MA 01606, and a copy of the Plan of Merger will be furnished by such entity, on written request and without cost, to any shareholder of each domestic corporation that is a party to the Plan of Merger.

4. No amendments to the articles of incorporation of Wright Line Texas Inc., which is the domestic surviving corporation in the Merger, are to be effected by the Merger.

5. As to Wright Line Inc., the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote on the Plan of Merger are as follows:

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

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

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

6. As to Wright Line Texas Inc., the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote on the Plan of Merger are as follows:

<u>Number of Shares Outstanding</u>	<u>Class</u>
100	Common

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

<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
100	0	Common

7. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the State of Massachusetts under which Wright Line Inc. is incorporated and by its constituent documents.


8. The surviving corporation of the Merger agrees to be responsible for the payment of any fees and franchise taxes required to be paid by Wright Line Inc. and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

9. As permitted by Article 10.03 of the TBCA, the Merger will become effective on May 31, 2000.


IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 30th day of May, 2000.

WRIGHT LINE INC.

By: 
Richard D. Carroll
Vice President

Attest: 
Anthony W. Asmuth III
Secretary and Clerk

WRIGHT LINE TEXAS INC.

By: 
Richard D. Carroll
Vice President