

05-22-2001

Form PTO-1594 (Rev. 03/01) **5-17-01**
OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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):
Ithaca Peripherals Incorporated
767 Warren Road
Ithaca, NY 14850

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

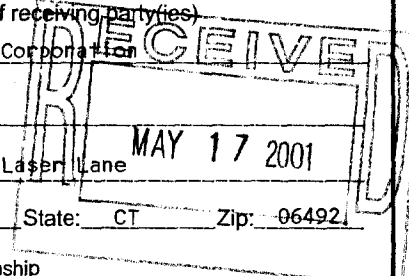
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 16, 1996

2. Name and address of receiving party(ies)
Name: Magnetec Corporation
Internal
Address: _____
Street Address: 7 Laser Lane
City: Wallingford State: CT Zip: 06492



Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Connecticut
 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) 1,355,079

Additional number(s) attached Yes No

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

Name: Barbara Villandry

Internal Address: _____

Street Address: Shipman & Goodwin LLP

One American Row

City: Hartford State: CT Zip: 06103-2819

6. Total number of applications and registrations involved: 1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Thomas P. Flynn
Name of Person Signing

Thomas P. Flynn
Signature

5-15-01
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D. C. 20231

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01 FC:481 40.00 OP)

TRADEMARK
REEL: 002300 FRAME: 0314

Form No. 61-13

CERTIFICATE OF MERGER

(Surviving Connecticut Stock Corporation)

1. The name of the surviving corporation in the merger is Magnetec Corporation

2. The Plan of Merger is as follows:

See Exhibit A attached - Agreement and Plan of Merger

~~(The provisions of the plan of merger must be included)~~

3. The Plan of Merger was adopted by the merging corporations in the following manner:

(a) The Plan was approved by resolution adopted by the board of directors of each merging corporation.

(b) As to each merging corporation, the shareholders of which voted on such Plan, state the shareholder vote required to adopt the Plan, the number of shares outstanding and entitled to vote, the designation, and the number of outstanding shares of each class of shares entitled to vote thereon as a class, the voting power of each such class and the vote of each such class for the Plan:

See Exhibit B attached.

(c) As to each corporation, the shareholders of which did not vote on such Plan, state the manner of adoption thereof pursuant to Section 33-366 (b) (2) or Section 33-370, Conn. G. S., as amended [Section 84 and 88 of the Connecticut Stock Corporation Act]

4. (If a foreign corporation is involved in the merger, include the following statement)

Ithaca Peripherals Incorporated has complied with the
(Name of corporation)
applicable provisions of the laws of the State of Delaware
under which it is incorporated, and this merger is permitted by such laws.

Form No. 61-13 (continued)

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to Magnetec Corporation (name of corporation) are true.

Dated at Connecticut this 11th day of July, 1996

Magnetec Corporation
(Surviving Corporation)
By [Signature]
President or Vice-President

Bart C. Shulman, President
Secretary or Asst. Secretary
[Signature]
George T. Crandall, Secretary

(As to each terminating corporation)

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to Ithaca Peripherals Incorporated (name of corporation) are true.

Ithaca Peripherals Incorporated
(Terminating Corporation)
By [Signature]
President or Vice-President

Richard L. Cote, Vice President
Secretary or Asst. Secretary
[Signature]
George T. Crandall, Secretary

(Executed copy to be filed by Surviving Corporation; executed or conformed copy also to be filed for each terminating Connecticut corporation.)

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made and entered into as of the 14th day of July, 1996, by and between Magnetec Corporation, a Connecticut corporation (hereinafter called "Magnetec"), and Ithaca Peripherals Incorporated, a Delaware corporation (hereinafter called "Ithaca"), pursuant to §33-371 of the Connecticut General Statutes and §252 of the General Corporation Law of Delaware.

WHEREAS, the authorized capital stock of Ithaca consists of 4,000,000 shares of common stock, par value \$.10 per share, of which 100 shares were issued and outstanding as of July 8, 1996 and owned of record by Tridex Corporation, a Connecticut corporation ("Tridex") on such date, and 2,000,000 shares of preferred stock, par value \$1.50 per share, of which none were issued and outstanding as of July 8, 1996;

WHEREAS, the authorized capital stock of Magnetec consists of 5,000 shares of common stock, no par value per share, of which 1,000 shares were issued and outstanding as of July 8, 1996 and owned of record by Tridex;

WHEREAS, the respective Boards of Directors and shareholders of Magnetec and Ithaca have deemed it advisable and to the advantage of the two corporations that Ithaca merge into Magnetec upon the terms and conditions herein provided;

WHEREAS, Magnetec and Ithaca intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Boards of Directors and shareholders of Magnetec and Ithaca approved this Agreement and Plan of Merger on July 14th, 1996.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Magnetec and Ithaca hereby agree to merge in accordance with the following plan:

1. Merger. Ithaca shall be merged with and into Magnetec and Magnetec shall survive the merger. As required under §33-371 of the Connecticut General Statutes and §252 of the Delaware General Corporation Law (a) an appropriate Certificate of Merger shall be signed, verified and delivered for filing with the Secretary of the State of Connecticut, and (b) an appropriate

Certificate of Merger and Secretary's Certificate shall be signed, verified and delivered for filing with the Secretary of the State of Delaware.

2. Effective Time. The Agreement and Plan of Merger shall become effective for purposes of Delaware and Connecticut law, respectively, at the date and time of the completion of the filing of the Certificate of Merger in such states (hereinafter referred to as the "Effective Time").

3. Directors and Officers and Governing Documents.

(a) The directors and officers of Magnetec shall be the same upon the Effective Time as they are for Magnetec immediately prior thereto.

(b) The by-laws of Magnetec, as in effect at the Effective Time, are the same as those of the surviving corporation.

(c) The Agreement and Plan of Merger effects no change in the Certificate of Incorporation of the surviving corporation, Magnetec, and said Certificate of Incorporation shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

(d) The Certificate of Incorporation of Magnetec was filed with the Secretary of the State of Connecticut on September 7, 1973.

3. Rights and Liabilities of Magnetec. At and after the Effective Time, Magnetec shall possess all the rights, privileges, immunities and franchises, as well as of a public and private nature of each of the merging corporations; and property, real, personal and mixed, and all debts due Ithaca on whatever account, and all other choses in action, and all and every other interest of, or belonging to or due to each of the corporations so merged, shall be taken and transferred to and vested in Magnetec without further act or deed; and the title to any real estate, or any interest therein, vested in either of such corporations shall not prevent or be in any way impaired by reason of the merger.

4. Further Assurances. From time to time, as and when required by Magnetec, there shall be executed and delivered on behalf of Ithaca such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Magnetec the

title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Ithaca, and otherwise carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of Magnetec are fully authorized in the name and on behalf of Ithaca or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Stock of Magnetec and Ithaca. No shares of Magnetec shall be issued as a result of the merger. The 100 shares of common stock of Ithaca issued and outstanding immediately prior to the Effective Time owned by Magnetec shall automatically be cancelled without any conversion thereof into any other security or right to receive any form of compensation and no payment shall be made with respect thereto.

6. Appointment of Agent. Magnetec hereby consents to service of process in the State of Delaware in any action or special proceeding for the enforcement of any liability or obligation of Ithaca and for the enforcement of the right of holders of Common Stock of Ithaca to receive payment for the shares owned by such holders, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any action or special proceeding for the enforcement of any such liability or obligation. The address to which a copy of such process shall be mailed by the Secretary of State to Ithaca is: c/o Magnetec Corporation, 7 Laser Lane, Wallingford, CT 06492 Attention: Corporate Secretary.

7. Amendment. At any time prior to the Effective Time this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Magnetec and Ithaca, to be necessary, desirable or expedient.

13. Abandonment. At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors and shareholders of either Magnetec or Ithaca or both.

14. Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority granted by the Boards of Directors of Magnetec and Ithaca, has caused this Agreement and Plan of Merger to be executed by its President and attested to by its Secretary and its corporate seal to be affixed hereto, as of the date first above written.

ATTEST:


MAGNETEC CORPORATION


Secretary

By: 
Bart C. Shuldman, President

ATTEST:

ITHACA PERIPHERALS INCORPORATED


Secretary

By: 
Richard L. Cote, Vice President

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EXHIBIT B

Magnetec Corporation ("Magnetec")

Ithaca Peripherals Incorporated ("Ithaca")

Shareholder vote required to adopt Plan of Merger:

Magnetec: 67% of outstanding shares of each class
Ithaca: a majority of the outstanding stock of the Corporation

Number of shares outstanding and entitled to vote:

Magnetec:

Common: 1,000 shares, no par value per share
Preferred: None
Total: 1,000 shares

Ithaca:

Common: 100 shares, \$.10 par value per share
Preferred: None
Total: 100 shares

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