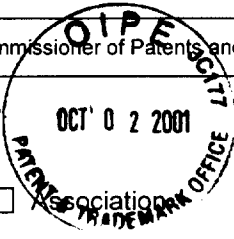


10-09-2001
101867694

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



1. Name of conveying party(ies):
 SunSub A Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other: _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: SunSource Investment Company, Inc.
 Internal Address: Suite 3000
 Street Address: One Logan Square
 City: Philadelphia State: PA ZIP: 19103
 Individual(s) citizenship: _____
 Association _____
 General Partnership of: _____
 Limited Partnership of: _____
 Corporation-State: Delaware
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
 Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
10/05/2001 6TOM11 00000124 1740438
 01 FC:481 40.00 BP
 02 FC:482 50.00 BP
 Yes No

B. Trademark Registration No.(s)
1,940,438 1,644,704 1,907,047
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Mark H. Tidman
 Internal Address: _____
PIPER MARBURY RUDNICK & WOLFE LLP
 Street Address: 1200 Nineteenth Street, NW
 Void date: 10/05/2001 6TOM11
10/05/2001 6TOM11 00000124 1740438
 01 FC:481 40.00 BP
 02 FC:482 50.00 BP
Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 3
 7. Total fee (37 C.F.R. § 3.41). \$ 90.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
501150
 (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.
Mark H. Tidman [Signature] October 2, 2001
 Name of Person Signing Signature Date

Total no. of pages incl. cover sheets, attachments, and document: 7

10/05/2001 6TOM11 00000125 1940438
01 FC:481 40.00 BP
02 FC:482 50.00 BP

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

**WRITTEN CONSENT OF SOLE DIRECTOR
OF
SUNSOURCE INVESTMENT COMPANY, INC.**

May 31, 2001

The undersigned, being the sole member of the Board of Directors (the "Board") of SunSource Investment Company, Inc., a Delaware corporation (the "Company"), and acting pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), by unanimous written consent in lieu of a meeting, as evidenced by the signature set forth below, hereby adopts the following resolutions and agrees that adoption of such resolutions shall be valid and binding with the same force and effect as though such resolutions had been adopted at a meeting of the Board, duly noticed, called and held:

WHEREAS, SunSub A Inc., a Delaware corporation (the "Subsidiary Corporation"), is a wholly owned subsidiary of the Company; and

WHEREAS, the Board deems it advisable and in the best interests of the Company to have the Subsidiary Corporation merge with and into the Company with the Company continuing as the surviving corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Subsidiary Corporation shall be merged with and into the Company with the Company continuing as the surviving corporation (the "Merger") pursuant to Section 253 of the DGCL; and that the Merger shall become effective and the corporate existence of the Subsidiary Corporation shall cease upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger; and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all rights and assets of each of the Company and the Subsidiary (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the certificate of incorporation and the bylaws of the Company shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed, on behalf and in the name of the Company, to determine the date of filing of the Certificate of Ownership and Merger under the DGCL and to cause the transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, and to affix and attest thereto, or cause to be affixed and attested thereto, the corporate seal of the Company as such officer acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

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RESOLVED, that the signing by any of the Company's officers of any of the documents or instruments referred to in, or contemplated by, the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish the officer's approval of the form of any such documents or instruments signed by him and of the actions referred to therein or contemplated thereby and also the officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further,


RESOLVED, that each officer of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such officer may deem necessary or desirable to carry out with respect to the Company the intents and purposes of the foregoing resolutions; and it is further,

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned sole member of the Board has executed this Written Consent of Sole Director of the Company as of the date first set forth above.

SOLE DIRECTOR:


Joseph M. Corvino

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SUNSUB A INC.", A DELAWARE CORPORATION,
WITH AND INTO "SUNSOURCE INVESTMENT COMPANY, INC." UNDER THE NAME OF "SUNSOURCE INVESTMENT COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2001, AT 12:20 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2972973 B100M

010263487

AUTHENTICATION: 1168502

DATE: 06-04-01

TRADEMARK
REEL: 002379 FRAME: 0347

31-2001 17:45

CT CORP. SYSTEMS

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SUNSUB A INC.
WITH AND INTO
SUNSOURCE INVESTMENT COMPANY, INC.**

Pursuant to Section 253 of
the Delaware General Corporation Law

SunSource Investment Company, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on December 11, 1998, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").


SECOND: That the Company owns all of the outstanding capital stock of SunSub A Inc., a Delaware corporation (the "Subsidiary Corporation"), incorporated on July 29, 1997 pursuant to the DGCL.

THIRD: That the Company, by resolutions of its Board of Directors duly adopted on May 31, 2001, as set forth on Exhibit A hereto, determined to merge into itself the Subsidiary Corporation (the "Merger").

FOURTH: That this Certificate of Ownership and Merger shall become effective at 12:20 a.m. on June 1, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 31st day of May, 2001, in accordance with Sections 103 and 253 of the DGCL.

SUNSOURCE INVESTMENT COMPANY, INC.

By: 
Joseph M. Corvino
Vice President

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 05/31/2001
010263487 - 2972973

-31-2001 17:45

CT CORP. SYSTEMS

215 563 7773 P.23

Exhibit A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
SUNSOURCE INVESTMENT COMPANY, INC.**

RESOLVED, that the Subsidiary Corporation shall be merged with and into the Company with the Company continuing as the surviving corporation (the "Merger") pursuant to Section 253 of the DGCL; and that the Merger shall become effective and the corporate existence of the Subsidiary Corporation shall cease upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger; and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all rights and assets of each of the Company and the Subsidiary (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the certificate of incorporation and the bylaws of the Company shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed, on behalf and in the name of the Company, to determine the date of filing of the Certificate of Ownership and Merger under the DGCL and to cause the transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, and to affix and attest thereto, or cause to be affixed and attested thereto, the corporate seal of the Company as such officer acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

RESOLVED, that the signing by any of the Company's officers of any of the documents or instruments referred to in, or contemplated by, the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish the officer's approval of the form of any such documents or instruments signed by him and of the actions referred to therein or contemplated thereby and also the officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further;

RESOLVED, that each officer of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such officer may deem necessary or desirable to carry out with respect to the Company the intents and purposes of the foregoing resolutions; and it is further;

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

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