

03-12-2002



To The Honorable Comm

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and the attached original documents or copy thereof.

1. Name of conveying party(ies):
ABB Power Distribution Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **Delaware**
 Other:

Additional name(s) of conveying party(ies) attached? YES NO
L. Miller 02

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: **January 1, 1992**

2. Name and address of receiving party(ies):
Name: **ABB Power T&D Company Inc.**
Internal Address: **630 Sentry Park**
Street Address: **630 Sentry Park**
City: **Blue Bell**
State: **Pennsylvania** ZIP: **19422**
 Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: **Delaware**
 Other:
If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designation must be a separate document from Assignment)
Additional name(s) & address attached? YES NO

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

B. Trademark registration No.(s)
0,730,008

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: **Laura Genovese Miller**
Internal Address:
WOODCOCK WASHBURN KURTZ MACKIEWICZ & NORRIS LLP
One Liberty Place - 46th Floor
Street Address: **1650 Market Street**
City: **Philadelphia** State: **Pennsylvania**
ZIP: **19103-7301**

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: **23-3050**
(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.

Laura Genovese Miller, Esq. *Laura M. Miller* February 13, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

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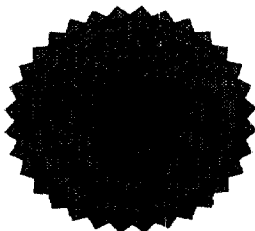
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The First State

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 MERGER, WHICH MERGES:

"ABB POWER T & D COMPANY INC.", A DELAWARE CORPORATION, WITH AND INTO "ABB POWER DISTRIBUTION INC." UNDER THE NAME OF "ABB POWER T&D COMPANY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1991, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1992.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1582139

DATE: 01-28-02

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**CERTIFICATE OF MERGER
OF
ABB POWER T & D COMPANY INC.
INTO
ABB POWER DISTRIBUTION INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
ABB POWER T & D COMPANY INC.	Delaware
ABB POWER DISTRIBUTION INC.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is ABB Power Distribution Inc., which shall, upon the effective date hereof be changed to ABB Power T&D Company Inc.

FOURTH: That the amendments or changes in the Certificate of Incorporation of ABB Power Distribution Inc., the surviving corporation, as are to be affected by the merger are as follows:

- i. The name of the corporation is:
ABB POWER T&D COMPANY INC.

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FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 630 Sentry Park, Blue Bell, Pennsylvania 19422.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on January 1, 1992.

Dated: December 2, 1991

ABB POWER DISTRIBUTION INC.

By: Ake Almgren
Ake Almgren, President

ATTEST:

By: Donald R. Madison
Donald R. Madison, Secretary