

Form PTO-1594
(Rev. 03/01)

05-13-2002



U.S. DEPARTMENT OF COMMERCE

To the Honorable Commissioner of Patents and Trademarks

102086635

Original documents or copy thereof.

5-13-02

1. Name of conveying party(ies):

Thyssen Elevator Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California

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: September 14, 1999

2. Name and address of receiving party(ies)

Name: Thyssen Elevator Company

Internal Address: P.O. Box 5084

Street Address: 3155 West Big Beaver Road

City: Troy State: MI Zip: 48007

- 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
(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)

1696848

B. Trademark Registration No.(s) 1,696,848

Additional number(s) attached Yes No

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

Name: Parker H. Bagley, Esq.

Internal Address: MILBANK, TWEED, HADLEY & McCLOY LLP

Street Address: One Chase Manhattan Plaza

Rm. 4565

City: NY State: NY Zip: 10005

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-3250

(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

Parker H. Bagley

Name of Person Signing

[Signature]
Signature

5/10/02
Date

Total number of pages including cover sheet, attachments, and document: 12

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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NY2:#4456866

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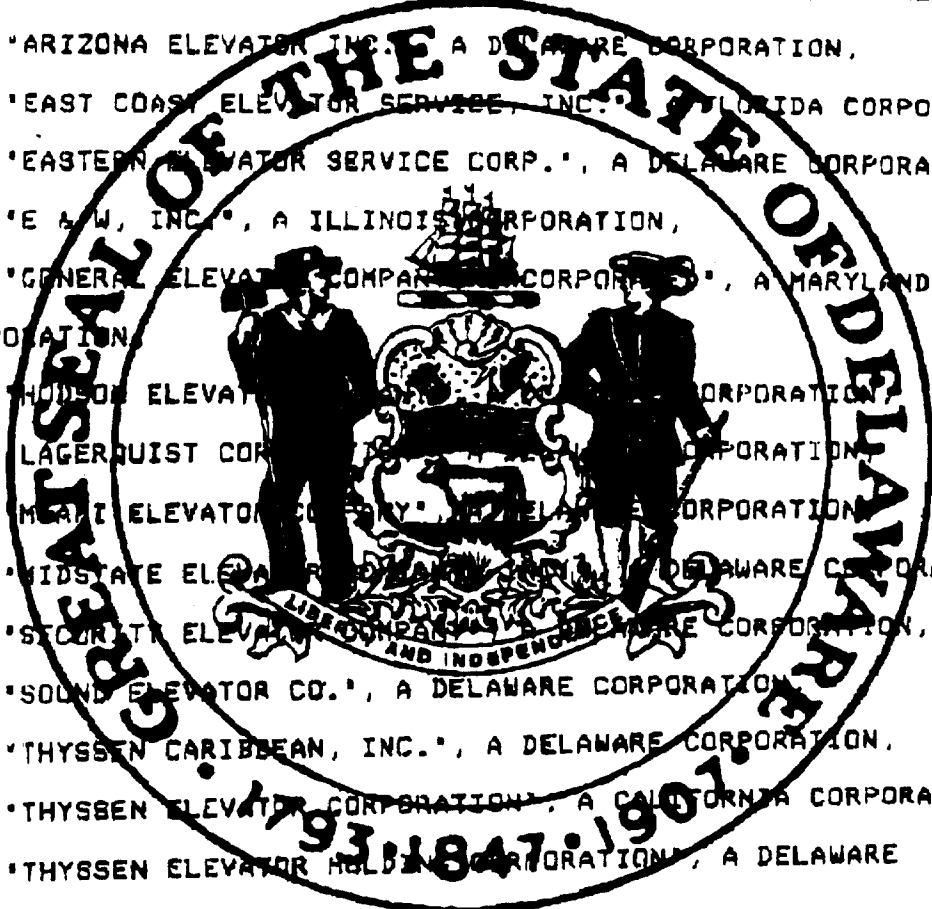
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

- *ARIZONA ELEVATOR INC. A DELAWARE CORPORATION,
- *EAST COAST ELEVATOR SERVICE, INC. A FLORIDA CORPORATION,
- *EASTERN ELEVATOR SERVICE CORP., A DELAWARE CORPORATION,
- *E & W, INC., A ILLINOIS CORPORATION,
- *GENERAL ELEVATOR COMPANY CORPORATION, A MARYLAND CORPORATION,
- *HOBSON ELEVATOR CORPORATION,
- *LAGERQUIST CORPORATION,
- *MEARI ELEVATOR COMPANY, A DELAWARE CORPORATION,
- *MIDSTATE ELEVATOR COMPANY, A DELAWARE CORPORATION,
- *SECURITY ELEVATOR COMPANY, A DELAWARE CORPORATION,
- *SOUND ELEVATOR CO., A DELAWARE CORPORATION,
- *THYSSEN CARIBBEAN, INC., A DELAWARE CORPORATION,
- *THYSSEN ELEVATOR CORPORATION, A CALIFORNIA CORPORATION,
- *THYSSEN ELEVATOR HOLDING CORPORATION, A DELAWARE CORPORATION,
- *THYSSEN ELEVATOR INTERNATIONAL, INC., A DELAWARE CORPORATION,



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9993071

DATE: 09-28-99

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State of Delaware

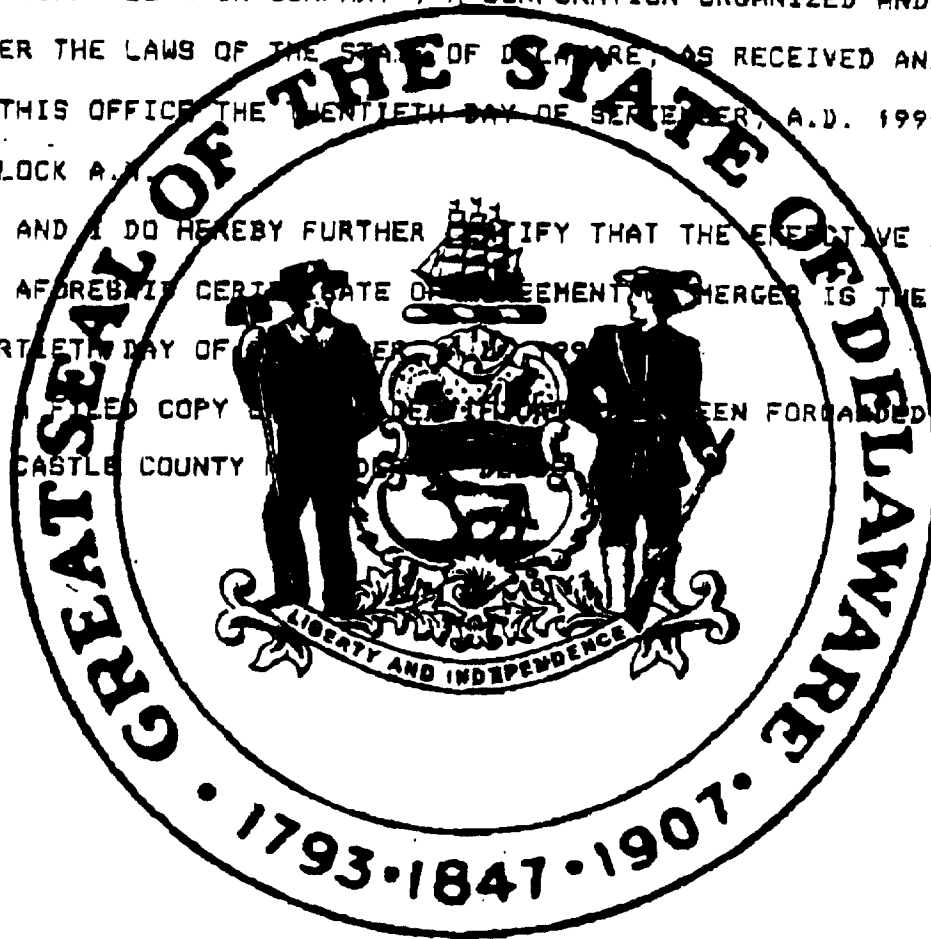
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Office of the Secretary of State

CORPORATION,

WITH AND INTO "THYSSEN ELEVATOR COMPANY" UNDER THE NAME OF "THYSSEN ELEVATOR COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, 1999. A TRUE AND CORRECT COPY OF THE AFORESAID CERTIFICATE OF MERGER HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY CLERK'S OFFICE.



Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

9993071

DATE:

09-28-99

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of September 14, 1999, (the "Agreement"), by and among THYSSEN ELEVATOR HOLDING CORPORATION, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2967780, EAST COAST ELEVATOR SERVICE, INC., a Florida corporation having Florida Department of State Division of Corporations identification number P9700-0009171, EASTERN ELEVATOR SERVICE CORP., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011316, GENERAL ELEVATOR COMPANY, INCORPORATED, a Maryland corporation having State Department of Assessment and Taxation identification number D2494672, LAGERQUIST CORPORATION, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2053230, MIAMI ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011292, MIDSTATE ELEVATOR COMPANY, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2282264, SECURITY ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2245148, SOUND ELEVATOR CO., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 22254671, THYSSEN ELEVATOR INTERNATIONAL, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 0530230, E & W, INC., an Illinois corporation having Illinois Secretary of State Department of Business Services, Corporation Division identification number D53311873, THYSSEN ELEVATOR CORPORATION, a California corporation having California Secretary of State Division of Corporations identification number 0515447, ARIZONA ELEVATOR INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011299, THYSSEN CARIBBEAN, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2287453, HUDSON ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2276919 (each a "Subsidiary" and collectively, the "Subsidiaries"), THYSSEN ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2045231 ("TEC"), THYSSEN MERGER SUB, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 3095271 ("Newco"), and THYSSEN HOLDING CORPORATION, Delaware corporation having Delaware Secretary of State Division of Corporations identification number 0849663 ("THC").

WHEREAS, THC owns, directly or indirectly, all of the issued and outstanding shares of stock of each of the Subsidiaries, TEC and Newco and desires to reorganize and consolidate its holdings by merging the Subsidiaries and TEC into Newco, with TEC being the surviving corporation (the "Merger");

WHEREAS, THC plans to contribute all of the issued and outstanding stock of TEC to Newco, so that TEC will be a subsidiary of Newco;

WHEREAS, the respective Boards of Directors of the Subsidiaries, TEC and Newco have adopted resolutions authorizing and approving this Agreement and declaring the advisability of the merger of the Subsidiaries with and into TEC, as set forth below upon the terms and subject to the conditions set forth in this Agreement, each in accordance with the laws of the state of its incorporation; and

WHEREAS, each of the Stockholders of the Subsidiaries, THC and TEC, having been duly notified, has adopted and approved the Merger, each in accordance with the laws of its state of incorporation.

NOW, THEREFORE, in consideration of the agreements and provisions hereinafter contained and in order to consummate the Merger, the parties hereto agree as follows:

1. **Merger.** At or prior to the Effective Time (as defined herein), each of the Subsidiaries and TEC shall execute a Certificate of Merger (or other appropriate document) for filing with the Secretary of State of Delaware and the appropriate agency of its state of incorporation (if not Delaware). At the Effective Time, each of the Subsidiaries will merge into TEC. Following the Merger, the separate corporate existence of each Subsidiary shall cease and TEC shall continue as the surviving corporation under the name "Thyssen Elevator Company" (the "Surviving Corporation").

2. **Conversion of Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of stock of each Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled, retired and shall cease to exist, with no payment being made with respect thereto, and shall not be converted into any shares of stock, obligations, evidences of ownership, rights to purchase securities or securities of any other corporation or other entity or into cash or any other property. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of stock of TEC issued and outstanding immediately prior to

the Effective Time shall be an identical outstanding or treasury share of stock of the Surviving Corporation.

3. Certificate of Incorporation and Bylaws of Surviving Corporation. The Certificate of Incorporation of TEC, as heretofore amended and as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law. The Bylaws of TEC, as heretofore amended and restated and as in effect immediately prior to the Effective Time, shall become the Bylaws of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law.

4. Effects of the Merger. The Merger shall have the effects set forth in Sections 251 and 252 of the Delaware General Corporation Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of, the Subsidiaries and TEC; and all and singular, the rights, privileges, powers and franchises of the Subsidiaries and TEC, and all property, real, personal and mixed, and all debts due and to the Subsidiaries or TEC on whatever account, as well for stock subscriptions as all other things in action or belonging to each Subsidiary and TEC shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Subsidiaries and the title to any real estate vested by deed or otherwise, under the laws of any State, in a Subsidiary or TEC, shall not revert or be in any way impaired by reason of this Merger, but all rights of creditors and all liens upon any property of any Subsidiary or TEC shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiaries or TEC shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Each Subsidiary hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Subsidiaries acquired or to be acquired by reason of, or as a result of, the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each Subsidiary and TEC are fully authorized in the name of each Subsidiary or otherwise to take any and all such action.

5. Parent Approval. THC agrees that it will vote, or cause to be voted, prior to the Effective Time, all of the shares of stock of the Subsidiaries, TEC and Newco then owned by it in favor of the approval and adoption of this Agreement.

6. Effective Time. This Merger shall become effective at 10:00 a.m. on September 30, 1999 (the "Effective Time").

7. Directors. Subject to applicable law, the directors of TEC immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

8. Officers. The officers of TEC immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

9. Copies. This Agreement will be furnished by the Surviving Corporation, on request and without cost, to the Stockholders of Newco, TEC and the Subsidiaries.

10. Amendments to the Agreement of Merger. This Agreement may be amended, with the approval of the Boards of Directors of Newco, TEC or any Subsidiary, at any time prior to the date of filing the Certificate of Merger (or other appropriately titled document) the Delaware Secretary of State or other appropriate agency of the state of its incorporation (if not Delaware), provided that an amendment made subsequent to the adoption of the Agreement by the Stockholders of Newco, TEC or the Subsidiaries shall not (a) alter or change the amount or kind of stock, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the stock of any class or series thereof of TEC or any Subsidiary, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of TEC or any Subsidiary.

11. Entire Agreement; Assignment. This Agreement and the documents and the instruments referred to herein constitute the entire agreement and supersede all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof and thereof. Neither this Agreement nor any of the rights, interests or obligations hereunder will be assigned by any of the parties hereto (whether by operation of law or otherwise) without the prior written consent of the other parties. This Agreement will be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.

12. Validity. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, each of which shall remain in full force and effect.

13. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

14. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

15. Counterparts. This Agreement may be executed in seventeen or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

16. Parties in Interest. This Agreement shall be binding upon and inure solely to the benefit of each party hereto, and nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by duly authorized officers of each party hereto as the respective act, deed and agreement of each of said corporations, as of this 14th day of September, 1999.

[signatures on next page]

EAST COAST ELEVATOR SERVICE, INC.,
a Florida corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

EASTERN ELEVATOR SERVICE
CORP., a Delaware Corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

GENERAL ELEVATOR COMPANY
INCORPORATED, a Maryland corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

LAGERQUIST CORPORATION, a Delaware
corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

MIAMI ELEVATOR COMPANY, a Delaware
corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

MIDSTATE ELEVATOR COMPANY, INC.
A Delaware corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

SECURITY ELEVATOR COMPANY, a
Delaware corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

SOUND ELEVATOR CO., a Delaware
corporation

By: _____
President or Vice President

By: Marsha J. Oershtman
Secretary or Assistant Secretary

THYSSEN ELEVATOR INTERNATIONAL, INC., a Delaware corporation

By: _____
President or Vice President

By: Marsha J. Rushtman
Secretary or Assistant Secretary

THYSSEN ELEVATOR COMPANY, a Delaware corporation

By: _____
President or Vice President

By: Marsha J. Rushtman
Secretary or Assistant Secretary

THYSSEN ELEVATOR HOLDING CORPORATION, a Delaware corporation

By: Nancy L. Huxches
President or Vice President

By: _____
Secretary or Assistant Secretary

E & W, INC., an Illinois corporation

By: _____
President or Vice President

By: Marsha J. Rushtman
Secretary or Assistant Secretary

THYSSEN ELEVATOR CORPORATION, a California corporation

By: _____
President or Vice President

By: Marsha J. Rushtman
Secretary or Assistant Secretary

THYSSEN MERGER SUB, INC., a Delaware corporation

By: Nancy L. Huxches
President or Vice President

By: _____
Secretary or Assistant Secretary

ARIZONA ELEVATOR INC., a Delaware corporation

By: _____
President or Vice President

By: Marsha J. Rushtman
Secretary or Assistant Secretary

THYSSEN CARIBBEAN, INC., a Delaware corporation

By: _____
President or Vice President

By: Marsha J. Rushtman
Secretary or Assistant Secretary

HUDSON ELEVATOR COMPANY, a
Delaware corporation

By: _____
President or Vice President

By: Marsha J. Seshatman
Secretary or Assistant Secretary

THYSSEN HOLDING CORPORATION, a
Delaware corporation

By: B. A. [Signature]
President or Vice President

By: Nancy L. Hutcheon
Secretary or Assistant Secretary

