

05-21-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102097441

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

1. Name of conveying party(ies):

Ilco Unican Corp.

4-25-02

- Individual(s)
- General Partnership
- Corporation-State of North Carolina
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 06/20/01

2. Name and address of receiving party(ies)

Name: Kaba Corporation

APR 25

Internal

Address:

Street Address: 400 Jeffreys Road

City: Rocky Mount State: NC Zip: 27804

- 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) _____
See attached Exhibits A

B. Trademark Registration No.(s) _____
See attached Exhibit B

Additional number(s) attached Yes No

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

Name: Dennis A. Gross, Attorney

Internal Address: Suite 1201

Street Address: 666 Dundee Road

City: Northbrook State: IL Zip: 60062

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00

- Enclosed
- Authorized to be charged to deposit account **

8. Deposit account number:

50-1799

**Credit overpayment or debit underpayment to deposit account

DO NOT USE THIS SPACE

9. Signature.

Dennis A. Gross

Name of Person Signing

Signature

March 16, 2002

Date

11

Total number of pages including cover sheet, attachments, and document.

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

05/20/2008 DRYRME 00000099 76100055

01 FC:481
02 FC:482

40.00 OP
250.00 OP

TRADEMARK
REEL: 002510 FRAME: 0464

EXHIBIT A

Trademark Application No.	Mark	Attorney Ref No.
76/100,055	LEARNLOK	T00,0589
78/067,978	ULTRACODE	T00,1501

EXHIBIT B

Trademark Reg No.	Mark	Attorney Ref No.
2087737	CENTURION	T96,1394
0501244	ILCO & Design	T96,1194
0931107	ILCO & Design	T96,1192
1229248	INDEPENDENT LOCK CO	T96,1189
1835143	KEIL	T92,1175
1110792	LOOK ALIKE	T93,2424
1925152	MARLOK	T94,0579
2333426	MILLENIUM	T94,1169
1808957	SOLITAIRE	T94,0576

76/100055

APPLICANT: Kaba Ilco Corp

TRADEMARK REGISTRATION AND SERIAL NOS:

See attached Exhibits A and B

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA. 22202-3513

**POWER OF ATTORNEY BY ASSIGNEE,
APPOINTMENT OF DOMESTIC REPRESENTATIVE
AND EXPRESS REVOCATION OF PRIOR POWERS**

As the Assignee, Kaba Ilco Corp., for the trademark registrations and applications listed on Exhibit A and Exhibit b attached hereto state the following:

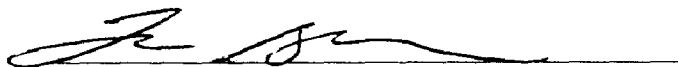
We hereby revoke all prior powers of attorney, and

We hereby appoint the following attorney and/or agent to prosecute and transact all business in the Patent and Trademark Office and act as our Domestic Representative connected therewith:

Dennis A. Gross (Reg. No. 24,410)
The Hill Firm
666 Dundee Road, Suite 1201
Northbrook, IL, 60062, U.S.A.

MARCH 15, 2002

Dated



Signature

Name: FRANK BELFLOWER

Title: VICE - PRESIDENT

Address: 400 SEFFERS RD

ROCKY MOUNT, NC

Telephone: (252) 446-3321



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER OF ILCO UNICAN CORP.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of June, 2001.

Elaine F. Marshall
Secretary of State

Certification Number: 5607510-2 Page: 1 of 7 Ref. # 4623228

Verify this certificate online at www.secretary.state.nc.us/Verification.

BOOK 1794 PAGE 773

TRADEMARK
REEL: 002510 FRAME: 0468

SOSID: 593519
Date Filed: 6/6/2001 2:29 PM
Elaine F. Marshall
North Carolina Secretary of State

21 157 9045

State of North Carolina
Department of the Secretary of State

**ARTICLES OF MERGER
BUSINESS CORPORATION**

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two domestic business corporations.

1. The name of the surviving corporation is **KABA CORPORATION**, a corporation organized under the laws of Connecticut; the name of the merged corporation is **ILCO UNICAN CORP.**, a corporation organized under the laws of North Carolina.
2. Attached is a copy of the Agreement and Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation, shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by the Connecticut Business Corporation Act.
4. With respect to the merged corporation, shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. These articles will be effective as of 11:59:59 p.m. on the date of filing.

This is the 6th day of June, 2001.

KABA CORPORATION



Signature

Thomas J. DiVito, Secretary

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

(Revised January 2000)
CORPORATIONS DIVISION

P. O. BOX 29622

(Form B-04)
RALEIGH, NC 27626-0622

Form B-04

HTFD/67199.1/MWB/68373v1

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter referred to as the "Plan of Merger") dated June 6, 2001, by and among KABA CORPORATION ("Kaba U.S."), a corporation organized and existing under the laws of the State of Connecticut, and ILCO UNICAN CORP. ("IUC"), a corporation organized and existing under the laws of the State of North Carolina.

WITNESSETH:

WHEREAS:

A. IUC and Kaba U.S. have agreed to merge pursuant to the laws of the States of Connecticut and North Carolina; and

B. The respective Boards of Directors of IUC and Kaba U.S. (hereinafter sometimes referred to as the "Constituent Corporations") deem it advisable for the general welfare and advantage of the Constituent Corporations, and Kaba Schliesssysteme AG, a company incorporated in R umlang, Switzerland ("KSW") as the sole stockholder of both IUC and Kaba U.S., has voted to ratify and approve this Agreement and Plan of Merger, and the transactions described herein are deemed necessary and appropriate to effect such merger.

NOW THEREFORE, in consideration of the premises, the parties do hereby agree as follows:

ARTICLE I - MERGER

IUC shall be and become merged with and into Kaba U.S. on or at the Merger Date, as defined in Article II of this Plan of Merger. (The resulting merger is sometimes hereinafter referred to as the "Merger".) Kaba U.S. shall be the surviving corporation and continue its corporate existence under the laws of the State of Connecticut.

ARTICLE II - MERGER DATE

The Merger shall become effective when all of the following shall have been completed:

(a) The respective Boards of Directors of IUC and Kaba U.S. shall have adopted and ratified this Agreement and Plan of Merger and the Boards shall have recommended such merger to, KSW as sole stockholder of each Constituent Corporation;

(b) Approval of the Merger by KSW as sole stockholder of each of the Constituent Corporations; and

(c) The Certificate of Merger required by Section 33-819 of the Connecticut Business Corporation Act and the Articles of Merger required by Section 55-11-05 of the North Carolina Business Corporation Act shall have been duly executed and filed with the respective Secretaries of States of Connecticut and North Carolina in accordance with said Acts and the time that the merger shall become effective as of the date of such filing as set forth in the aforesaid Certificates of Merger shall have expired.

The date and time when the Merger becomes effective as provided above shall be referred to herein as the "Merger Date".

ARTICLE III - CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of Kaba U.S. as it presently exists shall be the Certificate of Incorporation of Kaba U.S., as the surviving corporation, from and after the Merger Date, subject always to the right of Kaba U.S. to further amend its Certificate of Incorporation in accordance with Connecticut law.

ARTICLE IV - BYLAWS

The bylaws of Kaba U.S., as in effect on the date hereof, shall be the bylaws of Kaba U.S., as surviving corporation, from and after the Merger Date, subject always to the right of Kaba U.S. to amend its bylaws in accordance with Connecticut law.

ARTICLE V - DIRECTORS AND OFFICERS

(a) Directors: The names of the persons who shall constitute the Board of Directors of Kaba U.S., as the surviving corporation, from and after the Merger Date, are as follows:

Heribert Allemann
Thomas J. Divito
Ulrich Graf
Frank Belflower

The persons named above shall serve as directors until the next annual meeting of the stockholders of Kaba U.S. and until others shall be elected in their stead.

(b) Officers: The names of the persons who shall be the officers of Kaba U.S., as the surviving corporation, are as follows:

Heribert Allemann	President
Frank Belflower	Vice President
Thomas J. Divito	Secretary
Thomas Boswell	Assistant Secretary

The persons named above shall serve as officers until the next annual meeting of the directors of Kaba U.S. and until others shall be elected in their stead.

ARTICLE VI
TERMS AND CONDITIONS AND MODE OF EFFECTING MERGER

The mode of carrying the Merger into effect and the manner and basis of converting shares of IUC into shares of Kaba U.S., cash and other securities of Kaba U.S. upon the Merger Date shall be as follows:

(a) All of the certificates evidencing all of the shares of IUC's Common Stock issued and outstanding on the Merger Date, held by KSW as sole stockholder of IUC, by virtue of the Merger shall be surrendered and the shares evidenced by such certificates shall be converted into the following:

(i) KSW shall receive 700 shares of the authorized but unissued common stock of Kaba U.S. with an agreed upon value of \$201.731 million U.S.

(ii) The issuance of a promissory note in the original principal amount of \$61.2 million U.S. by Kaba U.S., as maker, to KSW, as payee.

(iii) The payment of \$60.592 million U.S. in cash by Kaba U.S. to KSW.

(b) IUC shall cease to exist and its property shall become the property of Kaba U.S. and its liabilities, both known and unknown, choate and inchoate, shall become the liabilities of Kaba U.S.

(c) All issued and outstanding shares of IUC and all rights in respect thereof, shall be cancelled forthwith on the Merger Date and the certificates evidencing such shares shall be surrendered and cancelled.

ARTICLE VII - CERTIFICATES OF MERGER

The parties shall join in executing a Certificate of Merger and Articles of Merger in the appropriate form for filing in the states of Connecticut and North Carolina, respectively.

ARTICLE VIII - TERMINATION

This Plan of Merger may be terminated and abandoned, notwithstanding any prior approval of the Merger, by the respective Boards of Directors of either or both Kaba U.S. or IUC prior to the Merger Date.

ARTICLE IX - AMENDMENT

This Plan of Merger may be amended or revised by action of the respective Boards of Directors of the Constituent Corporations at any time prior to the Merger Date, notwithstanding any prior approval of the Merger by the respective stockholders of such corporations, as may be required to comply with the law of the States of Connecticut and North Carolina, and as may be otherwise necessary, desirable or expedient with respect to matters of form; provided, however, that no amendment or revision shall be made hereto unless such amendment or revision is permitted by law.

ARTICLE X - MISCELLANEOUS

(a) The parties will execute, at any time and from time to time, either before or after the Merger Date, such additional instruments and will take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred by virtue of the Merger or otherwise to carry out the intent and purposes of this Plan of Merger.

(b) This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto have caused this Plan of Merger to be executed by the officer whose signature appears below, hereunto duly authorized, and its corporate seal to be hereunder duly affixed, all on or as of the day and year first above written.

KABA CORPORATION

By: 

Thomas DiVito
Its Secretary
hereunto duly authorized

ILCO UNICAN CORP.

By: _____

Its
hereunto duly authorized

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ARTICLE IX - AMENDMENT

This Plan of Merger may be amended or revised by action of the respective Boards of Directors of the Constituent Corporations at any time prior to the Merger Date, notwithstanding any prior approval of the Merger by the respective stockholders of such corporations, as may be required to comply with the law of the States of Connecticut and North Carolina, and as may be otherwise necessary, desirable or expedient with respect to matters of form; provided, however, that no amendment or revision shall be made hereto unless such amendment or revision is permitted by law.

ARTICLE X - MISCELLANEOUS

(a) The parties will execute, at any time and from time to time, either before or after the Merger Date, such additional Instruments and will take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred by virtue of the Merger or otherwise to carry out the intent and purposes of this Plan of Merger.

(b) This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto have caused this Plan of Merger to be executed by the officer whose signature appears below, hereunto duly authorized, and its corporate seal to be hereunder duly affixed, all on or as of the day and year first above written.

KABA CORPORATION

By: _____
Thomas DiVito
Its Secretary
hereunto duly authorized

ILCO UNICAN CORP.

By: Frank Belflower
Frank Belflower
Its Vice President
hereunto duly authorized

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+ 8

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Filed for registration June 29 2001
at 2:00 o'clock PM, and duly registered
in Book 1794 Page 773 Nash County
Barbara W. Soren Register of Deeds