

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies): Littelfuse, Inc. 800 E. Northwest Highway Des Plaines, Illinois 60016-3096

2. Name and address of receiving party(ies) Name: Littelfuse, Inc. Internal Address: Street Address: 800 E. Northwest Highway City: Des Plaines State: IL Zip: 60016-3096

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [X] Other change of State of Incorporation due to company dissolution Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,795,676

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Sana Hakim, Esq. Internal Address: Street Address: Bell, Boyd & Lloyd LLC 70 West Madison Street, Suite 3300 City: Chicago State: IL Zip: 60602

7. Total fee (37 CFR 3.41): \$ 40.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 02-1818

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. Sana Hakim July 10, 2003

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

CH \$40.00 021818 1795676

File Number 5407-010-1

STATE OF ILLINOIS

DEPARTMENT OF STATE



Whereas, ARTICLES OF DISSOLUTION OF
OTC LITTLEFUSE, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1954.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, I have set my hand and cause to
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 11th
day of December A.D. 1992 and
of the Independence of the United States
the two hundred and 16th



George H. Ryan
SECRETARY OF STATE

TRADEMARK

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(b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

| Date of Cancellation | Class | Number of Shares Cancelled | Cost |
|----------------------|-------|----------------------------|------|
| | | | \$ |
| | | | \$ |
| | | | \$ |
| | | TOTAL | \$ |

5. Issued shares at date of execution:

| Class | Series | Par Value | Number of Shares |
|--------|--------|-----------|------------------|
| Common | N/A | \$1.00 | 1,000 |

6. Paid-in capital at date of execution:

(Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.) Paid-in Capital \$ 5,288,403

5,288,403

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers*, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 30, 19 91

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Russell E. Paine, Secretary
(Type of Print Name and Title)

OTC Licenses, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

James A. Skene, Vice President
(Type of Print Name and Title)

* If dissolution is authorized by the incorporators or by the board of directors, a majority of them must SIGN HERE.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated December 30, 19 91

NOTES

1. Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.
2. Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the event there are no officers, the signature of a majority of the directors or such directors as may be designated by the board must appear on these Articles of Dissolution.
3. All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders. Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting. Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting. To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on dissolution and, if class voting applies, then also at least 2/3 of the votes within each class. If the Articles of Incorporation so provide, the 2/3 vote requirement may be superseded by any smaller or larger vote requirement, not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

CONSENT OF SOLE SHAREHOLDER
IN LIEU OF SPECIAL MEETING
OF
OTC LITTELFUSE, INC.
(the "Corporation")

December 30, 1991

The undersigned, being the sole shareholder of the Corporation, does hereby, pursuant to Section 12.10 of the Illinois Business Corporation Act, consent to and adopt in all respects the following resolutions, and such consent shall have the same force and effect as a properly called and convened special meeting of the shareholder.

WHEREAS, the Board of Directors and shareholder deem it to be in the best interests of the Corporation and its shareholder that all of the properties of the Corporation be transferred and assigned to the shareholder in accordance with its rights and interests in complete cancellation of all of the issued and outstanding shares of common stock of the Corporation, it is intended that such transfer and assignment be completed on or before December 31, 1991 and qualify as a complete liquidation of the Corporation under Section 332 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, BE IT RESOLVED, that the undersigned constituting the sole shareholder of the Corporation, does hereby consent to the voluntary and complete liquidation, and dissolution of the Corporation, under and pursuant to the laws of the State of Illinois.

RESOLVED FURTHER, that the sole shareholder does hereby approve and adopt the Plan of Complete Liquidation submitted by the Board of Directors and attached as Exhibit "A" to this Consent, for its voluntary and complete liquidation and dissolution whereby its Board of Directors will promptly proceed to wind up and settle its affairs, collect its assets, convey and dispose of its property as are not to be distributed in kind, pay, satisfy and discharge its debts, liabilities and obligations or make adequate provision therefor, and do all other acts required to liquidate its business and affairs and, after paying or adequately providing for the payment of all its debts, liabilities and obligations, distribute its remaining assets, either in cash or in kind, to the shareholder in accordance with its rights and interests in complete cancellation of all of the issued and outstanding shares of common stock of the Corporation.

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RESOLVED FURTHER, that such liquidation and dissolution be conducted to comply with the provisions contained in Section 332 of the Internal Revenue Code of 1986, as amended.

RESOLVED FURTHER, that the appropriate officers of the Corporation, are hereby authorized and directed to (a) file the necessary Articles of Dissolution with the Secretary of State of Illinois and (b) to take such steps and actions as are necessary to liquidate and dissolve the Corporation, including the filing of all certificates, notes and other information with any governmental agency or instrumentality as required by applicable statutes and regulations, including a properly prepared Form 966 with the Internal Revenue Service within 30 days of the date of adoption of this corporate resolution.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the day and year first above written.

SHAREHOLDER:

WSI HOLDINGS V, INC.

By: James B. Skaggs
James B. Skaggs,
President

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**PLAN OF COMPLETE LIQUIDATION
OF
OTC LITTELFUSE, INC.**

This Plan of Complete Liquidation (the "Plan") is intended to accomplish the complete liquidation and dissolution of OTC Littelfuse, Inc., an Illinois corporation (the "Corporation"), in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), the Illinois Business Corporation Act (the "Act") and other laws of the State of Illinois and pursuant to the following steps:

A. The Board of Directors shall adopt resolutions recommending that the Corporation be dissolved and directing that the question of such dissolution be submitted to a vote of the sole shareholder of the Corporation.

B. The Board of Directors shall adopt resolutions approving the Plan and recommending the adoption of the Plan to the sole shareholder of the Corporation.

C. The sole shareholder shall vote to:

- (1) Adopt a resolution to dissolve the Corporation;
- and
- (2) Adopt the Plan.

The affirmative vote of the sole shareholder of the Corporation shall be required to approve and adopt Proposals (1) and (2) above, and unless Proposals (1) and (2) above shall all receive the affirmative vote of the sole shareholder of the Corporation, the Corporation shall not be liquidated and dissolved, and the Plan shall not be adopted.

D. If the sole shareholder of the Corporation shall have voted in favor of Proposals (1) and (2) of paragraph C above, the distribution of the assets and properties of the Corporation so authorized and approved shall be consummated as soon as practicable following the date hereof.

E. Thereafter the Corporation shall, as expeditiously as possible:

- (1) Make payment of or adequate provision for all liabilities and obligations of the Corporation, of which there are none;
- (2) Cease doing business in and evidence such dissolution and/or withdrawal from all jurisdictions in which it is authorized to do business;

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(3) Take all necessary and appropriate action and file all necessary and appropriate instruments to dissolve and terminate its corporate existence; and

(4) Proceed to wind up its affairs.

F. On or before December 31, 1991, all assets of the Corporation, as set forth in Exhibit "A" attached hereto, including, without limitation, any and all real property which the Corporation owns or to which it is entitled as a result of the liquidation of any companies in which it holds capital stock, shall be distributed in kind by the Corporation to the sole shareholder in accordance with the Articles of Incorporation of the Corporation in complete liquidation of the Corporation and in exchange for the surrender for cancellation of all of the outstanding shares of capital stock of the Corporation. Liquidating distributions shall be made in such amounts, upon such dates and in such manner, consistent with the foregoing, without further director or shareholder action, as the proper officers of the Corporation may determine, and any partial distribution shall be one of a series of two or more distributions in complete liquidation of the Corporation and in exchange for the surrender for cancellation of all outstanding shares of the Corporation.

G. As a matter of administrative convenience, to the extent that the Corporation is entitled to receive real property as a result of the complete liquidation of any companies in which it holds capital stock, the Corporation shall not take title to such real property, but rather such title shall vest in Tracor Holdings, Inc., who shall be the ultimate owner of such real property following the complete liquidation of its subsidiaries, including the Corporation.

H. All distributions from the Corporation to the sole shareholder pursuant to this plan of complete liquidation will be made within a single taxable year of the Corporation.

I. The Corporation will retain no assets following the final liquidating distribution and will be dissolved.

J. Without limitation of the foregoing, the Corporation shall continue to have all of the corporate powers granted to corporations under the provisions of the Act and shall have and exercise continuing authority (i) to borrow money (ii) to purchase its own shares to the extent permitted by the Act and when authorized by its Board of Directors and (iii) to sell, lease or exchange all or any part of its assets and properties, upon such terms and conditions as the Board of Directors of the Corporation may deem expedient and in the best interests of the Corporation.

K. The corporation shall execute and file a United States Treasury Form 966 pursuant to Section 6043 of the Code within a 30-day period beginning on the date of the adoption of the Plan by the sole shareholder and such additional or other forms and

reports with and to the Internal Revenue Service as may be necessary, desirable or appropriate in connection with the Plan and the carrying out thereof.

L. The affirmative vote of the sole shareholder of the Corporation in favor of Proposals (1) and (2) of paragraph C above shall constitute full and complete authority of the proper officers of the Corporation, without further director or shareholder action other than approval of the Board of Directors when expressly required herein, to do and perform any and all acts and to make, execute and deliver any and all agreements, conveyances, assignments, transfers, certificates and other documents of every kind and character which such officers deem necessary, desirable or appropriate (a) to convey, transfer and deliver all the assets and properties of the Corporation substantially in accordance with the terms and conditions so authorized and approved by the Board of Directors and/or sole shareholder, as the case may be, (b) to distribute all of the assets and properties of the Corporation to the sole shareholder and (c) to dissolve the Corporation in accordance with the Laws of the State of Illinois and to evidence such dissolution and its cessation from doing business and/or its withdrawal from all jurisdictions in which it is authorized to do business.

Approved and effective as of the 30th day of December, 1991.

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BELL BOYD & LOYD
100 N. LA SALLE ST.
CHICAGO, ILL. 60601
TEL: 312.282.7000
FAX: 312.282.7000

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STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of 2 pages pages, as taken from the original on file in this office.

Jesse White

JESSE WHITE
SECRETARY OF STATE

DATE: January 6, 2003

BY: [Signature]

