

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

LYALL ASSEMBLIES, INC.

- Individual(s)
- General Partnership
- Corporation-State of **Indiana**
- 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: **December 26, 2001**

2. Name and address of receiving party(ies)

Name: **Lyall Technologies, Inc.**

Internal Address: _____
Address: _____

Street Address: **0061 E. 400 S**

City: **Albion** State: **IN** Zip: **46701**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **INDIANA**
- 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)

B. Trademark Registration No.(s)

1,811,923

Additional number(s) attached Yes No

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

Name: **Bobby B. Gillenwater**

Internal Address: _____

Street Address: **BARNES & THORNBURG
600 One Summit Square**

City: **Fort Wayne** State: **IN** Zip: **46802**

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:

02-1010 (Our ref. 11472/80835)

(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.

BOBBY B. GILLENWATER
Name of Person Signing


Signature

March 8, 2004
Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$40.00 021010 1811923

EXHIBIT A

CERTIFIED PLAN AND AGREEMENT OF MERGER
AND
PLAN OF REORGANIZATION
LYALL ASSEMBLIES, INC.
DEKKO AUTOMOTIVE TECHNOLOGIES, INC.

This Agreement of Merger merging Dekko Automotive Technologies, Inc. into Lyall Assemblies, Inc. has been adopted by the Board of Directors of each corporation and approved in accordance with Indiana statute.

Parties

Merging Corporations. The Merging Corporation is Dekko Automotive Technologies, Inc., an Indiana corporation.

Surviving Corporation. The Surviving Corporation is Lyall Assemblies, Inc., an Indiana corporation.

Ownership of Shares. The Merging Corporation is authorized to issue 500,000 common shares without par value and has issued and outstanding 84,920 shares, and the Surviving Corporation is authorized to issue 175,000 common shares without par value and has issued and outstanding 41,350 shares. Neither the Merging Corporation nor the Surviving Corporation are authorized to issue other shares.

Conversion of Shares of Dekko Automotive Technologies, Inc.

Stock Conversion. As of the Effective Date of the Merger, all shares of the Merging Corporation shall be canceled by the Merging Corporation. Lyall Assemblies, Inc. shall issue shares of its stock to the Dekko Automotive Technologies, Inc. shareholders based on a December 27, 2001 book value per share formula.

Regulatory Provisions

Effective Date. The effective date of the merger, as that phrase is used in this Plan, shall mean 12:00 A.M. Eastern Standard Time, on the 28th day of December, 2001.

Surviving Corporate Entity. Upon the effective date of the merger, the Merging Corporation shall merge into and become a part of the Surviving Corporation, and their separate existence shall thereupon cease. The Surviving Corporation shall continue in existence under the name, Lyall Technologies, Inc.

Attributes and Property of the Surviving Corporation. Upon the effective date of the merger, the Surviving Corporation shall be vested with all the rights, privileges, immunities, powers and franchises and all property, real and personal, and all accounts, contract rights and other choses in action of the merging Corporation, without the necessity of any further act or deed.

Liabilities of the Surviving Corporation. Upon the effective date of the merger, the Surviving Corporation shall assume all of the debts, liabilities and obligations of the Merging Corporation; provided that any liens or security interests held by any person upon any property or asset of the Merging Corporation shall be limited to the property in or upon which they were held immediately prior to the effective date of the merger.

Articles and By-Laws of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation and the Code of By-Laws of the Surviving Corporation, as amended from time to time, shall continue in effect until changed or amended in accordance with the terms thereof.

Board of Directors and Officers of the Surviving Corporation. The directors and officers of the Surviving Corporation shall continue in their respective positions, for the same terms and on the same conditions as prior to the effective date of the merger.

Stated Capital and Surplus of the Surviving Corporation. There shall be added to the stated capital of the Surviving Corporation, in respect of its common shares, the amount needed to reflect the additional shares issued. There shall be added to the retained earnings of the Surviving Corporation an amount equal to the retained earnings of the Merging Corporation. The book value of assets of the Merging Corporation shall be reflected on the balance sheet of the Surviving Corporation.

Reorganization. For tax purposes, this merger between the Surviving Corporation and the Merging Corporation shall be considered a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code.

IN WITNESS WHEREOF, the Merging and Surviving Corporation have caused their corporate names to be hereunto subscribed by their duly authorized officers and their signatures thereto attested as of the 26th day of December, 2001.

DEKKO AUTOMOTIVE TECHNOLOGIES, INC.

LYALL ASSEMBLIES, INC.

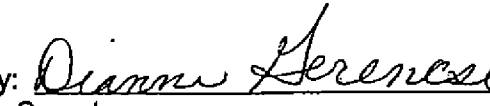
By: 
Its Chief Executive Officer

By: 
Its Chief Executive Officer

ATTEST:

ATTEST:

By: 
Its Secretary

By: 
Its Secretary

Effective date of merger is
12:00AM, E.S.T. December 28, 2001



ARTICLES OF MERGER

State Form 39036 (R5 / 2-97)

Approved by State Board of Accounts, 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

RECEIVED
INDIANA SECRETARY
OF STATE

DEC 28 AM 9:10

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

APPROVED
&
FILED

INDIANA SECRETARY OF STATE

ARTICLES OF MERGER / SHARE EXCHANGE
OF
DEKKO AUTOMOTIVE TECHNOLOGIES, INC.
(hereinafter "the nonsurviving corporation(s)")

INTO
LYALL TECHNOLOGIES, INC. (formerly Lyall Assemblies, Inc)
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1

The name of the corporation surviving the merger is: LYALL TECHNOLOGIES, INC.
and such name has has not *(designate which)* been changed as a result of the merger.

SECTION 2

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on December 7, 1987.
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified *(designate which)* to do business in Indiana.
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation		<u>DEKKO AUTOMOTIVE TECHNOLOGIES, INC.</u>	
State of Domicile	<u>INDIANA</u>	Date of Incorporation or qualification in Indiana <i>(if applicable)</i>	<u>February 23, 1968</u>
Name of Corporation			
State of Domicile		Date of Incorporation or qualification in Indiana <i>(if applicable)</i>	
Name of Corporation			
State of Domicile		Date of Incorporation or qualification in Indiana <i>(if applicable)</i>	

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1 et. seq. **TRADEMARK** in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1: Shareholder vote not required.
 The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: Vote of shareholders (Select either A or B)
 The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:
 A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors. Meeting of 11/29/01

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		COMMON		
NUMBER OF OUTSTANDING SHARES	41,350	COMMON		
NUMBER OF VOTES ENTITLED TO BE CAST	41,350	COMMON		
NUMBER OF VOTES REPRESENTED AT MEETING	41,350	COMMON		
SHARES VOTED IN FAVOR	34,676	COMMON		
SHARES VOTED AGAINST ABSTAIN	6,674	COMMON		

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1: Shareholder vote not required.
 The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: Vote of shareholders (Select either A or B)
 The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:
 A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors. Meeting of 11/29/01

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		COMMON		
NUMBER OF OUTSTANDING SHARES	84,920	COMMON		
NUMBER OF VOTES ENTITLED TO BE CAST	84,920	COMMON		
NUMBER OF VOTES REPRESENTED AT MEETING	84,920	COMMON		
SHARES VOTED IN FAVOR	79,920	COMMON		
SHARES VOTED AGAINST ABSTAIN	5,000	COMMON		

In Witness Whereof, the undersigned being the SECRETARY of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 26th day of December, 19 2001.

Signature Dianne Gerencser
 RECORDED: 03/08/2004

Printed name **DIANNE GERENCSEK TRADEMARK**