

12/17/23

12-19-2003

FORM PTO-1594 (Substitute)

REC

ET

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

To the Director of the U.S. Patent and Trademark Office

original documents or copy thereof.

102628036

1. Name of conveying party(ies):  
Top Line Process Equipment Corporation

☐ Individual                      ☐ Association  
☐ General Partnership           ☐ Limited Partnership  
☐ Corporation-State  
☐ Other: \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: Allegheny Bradford Corporation

Address: 1522 South Avenue

City: Lewis Run State: PA Zip: 16738

☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State Pennsylvania  
☐ 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

3. Nature of conveyance:

☐ Assignment                      ☒ Merger  
☐ Security Agreement           ☐ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: December 31, 1994

4. Application number(s) or trademark registration number(s)

A. Trademark Application No(s). \_\_\_\_\_

B. Trademark Registration No(s). 1,812,713

Additional numbers attached? ☐ Yes ☒ No

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

Name: Frederick H. Colen

REED SMITH LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6)): \$ 40.00

☒ Enclosed  
☐ Authorized to be charged to deposit account  
☒ Charge any deficiency to deposit account

8. Deposit account number: 18-0582

(Attach duplicate copy of this page if paying by deposit account)

12/18/2003 00:00:00 00000230 1812713  
01 FC:0521 40.00

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 and correct copy of the original document.*

Frederick H. Colen                      \_\_\_\_\_                      December 15, 2003  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 18

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office,  
P.O. Box 1450, Alexandria, VA 22313-1450



C O M M O N W E A L T H   O F   P E N N S Y L V A N I A

D E P A R T M E N T   O F   S T A T E

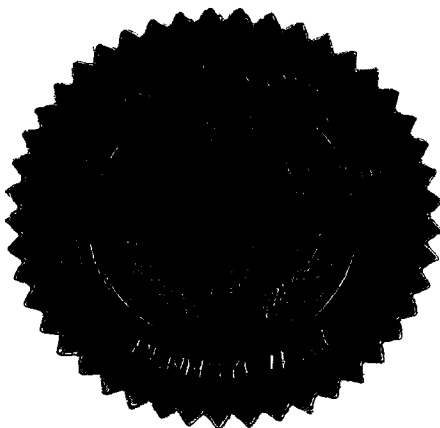
MARCH 05, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ALLEGHENY BRADFORD CORPORATION

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

DBOH

Commonwealth of Pennsylvania  
Department of State  
Corporation Bureau

31-00-10-1217

ARTICLE  
OF  
INCORPORATION

In compliance with the requirements of the Business Corporation Law, approved the 14th day of May, A.D. 1933, P.L. 364, as amended, the undersigned, all of whom are of full age, desiring that they may be incorporated as a business corporation, do hereby certify:

1. The name of the corporation is:

ALLKOHENY BRADFORD CORPORATION

2. The location and post office address of its initial registered office in this Commonwealth is:

Lewis Run, Pa.	(P.O. Box 264 Bradford, Pa.)	McKean
Number	Street	County

3. The purpose or purposes of the corporation which shall be organized under this Act are as follows: (\*\*\*)

Unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania, including manufacturing, processing, research and development.

4. The term of its existence is: Perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is: (\*\*\*)

2500 shares of no par value capital stock with stated capital of \$10.00 per share applicable thereto.

(\*) One or more corporations or natural persons of full age may incorporate a business corporation under the provisions of this Act.

(\*\*) It shall not be permissible or necessary to set forth any powers enumerated in Section 502 of the Act.

(\*\*\*) There should be set forth the number and par value of all shares having par value; the number of shares without par value; and the stated capital applicable thereto. If the shares are to be divided into classes, a description of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class.

FILING FEE --- \$40.00

NOTE: Excise Tax at the rate of 1/4th of 1% (\$2.50 per \$1,000) will be due and payable at the time of filing of the Articles, computed by multiplying the number of authorized shares having par value by their par value, or if shares of no par value are authorized, then on the stated capital applicable thereto as well.

ONLY A CLEARLY EXHIBIT ORIGINAL SHOULD BE SUBMITTED ON APPLICATIONS MADE BY MAIL OR TELEPHONE.

Rev. 8-1-33 (Rev. 1-2-34)

31-69.19 1914

The names and addresses of each of the first directors, who shall serve until the first annual meeting, are:

NAME	ADDRESS (including street and number, if any)
Robert J. Hall	7 Ninth Avenue Bradford, Pa.
Thomas N. Brumley	Dorrick City, Pa.
Richard K. Brandon	34 Walker Avenue Bradford, Pa.

The names and addresses of each of the incorporators and the number and class of shares subscribed by each are:

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARES
Richard K. Brandon	34 Walker Avenue Bradford, Pa.	one (1) share no par capital stock

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this  
8th day of May, 1914.

(SIGNED)

*Richard K. Brandon*  
Richard K. Brandon

(SIGNED)

(SIGNED)

(SIGNED)

(SIGNED)

(SIGNED)

Approved and filed in the Department of State on the 25th day of May A.D. 1914

*Charles D. Holliday*

Secretary of the Commonwealth

NOTE: The Articles must be accompanied with registry statement, returned in duplicate, in the form prescribed by Section 210 of the Act — all of which should be signed by an incorporator, as such.

31-00,10 1210

# Commonwealth of Pennsylvania



## Department of State Office of the Secretary of the Commonwealth

To all to whom these Presents shall come, Greeting:

WITNESSETH, Under the provisions of the Business Corporation Law, approved the 4th day of May, Anno Domini one thousand nine hundred and thirty-three, 1<sup>st</sup> L. 186, as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF INCORPORATION

evidencing the incorporation of a business corporation organized under the terms of that law.

AND WITNESSETH, The stipulations and conditions of that law have been fully complied with by the persons desiring to incorporate as

### ALLEGHENY BRADFORD CORPORATION

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, create, erect, and incorporate the incorporation of and the subscribers to the shares of the proposed corporation named above, their associates and successors, and also those who may thereafter become subscribers or holders of the shares of such corporation, into a body politic and corporate in deed and in law by the name chosen and hereinbefore specified, which shall exist perpetually and shall be invested with and have and enjoy all the powers, privileges, and franchises incident to a business corporation and be subject to all the duties, requirements, and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 29th day of May in the year of our Lord one thousand nine hundred and sixty-nine and of the Commonwealth the one hundred and ninety-third

Secretary of the Commonwealth

104-0-00 (Rev. 1-25)

Microfilm Number \_\_\_\_\_

Entity Number 7241

Filed with the Department of State on DEC 01 1994  
Robert M. Hunt  
Secretary of the Commonwealth

### ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Allegheny Bradford Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Route 219 South, Bradford, PA 16701 McKean  
Number and Street City State Zip County

(b) c/o: N/A  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law, 1933,  
P.L. 364, as amended

4. The date of its incorporation is: May 9, 1969

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

\_\_\_\_ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

\_\_\_\_ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

\_\_\_\_ The amendment adopted by the corporation, set forth in full, is as follows:

See Exhibit A attached hereto.

\_\_\_\_ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof

DEC -1 94  
PA Dept. of State

DSCB:15-1915 (Rev 90)-2

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 21 day of November, 1994.

ALLEGHENY BRADFORD CORPORATION

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Chairman

TRADEMARK

REEL: 002882 FRAME: 0476





Microfilm Number \_\_\_\_\_

Filed with the Department of State on DEC 29 1994

Entity Number 7247

Robert J. [Signature]  
Secretary of the Commonwealth

### ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DECS-15-1988 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: ALLEGHENY BRADFORD CORPORATION

2. (Check and complete one of the following):

X The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>Lewis Run</u>	<u>Bradford</u>	<u>PA</u>	<u>16701</u>	<u>McKean</u>
	Number and Street	City	State	Zip	County

(b) c/o:	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	_____	_____	_____	_____	_____
	Number and Street	City	State	Zip	County

(b) c/o:	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____	_____	_____	_____	_____
Number and Street	City	State	Zip	County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

_____	_____	_____
Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County

DEC 29 94

PA Dept. of State

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PA Dept. of State

TRADEMARK

REEL: 002882 FRAME: 0478

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

\_\_\_The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

X The plan of merger shall be effective on December 31, 1994 at 11:59 p.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Allegheny Bradford</u>	<u>Adopted by directors and shareholders</u>
<u>Corporation</u>	<u>pursuant to 15 Pa.C.S. Sec. 1924(a)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

\_\_\_Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 23<sup>rd</sup> day of December, 19 94.

ALLEGHENY BRADFORD CORPORATION

(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: [Signature]

TOP LINE PROCESS EQUIPMENT CORPORATION

(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: [Signature]

TRADEMARK

REEL: 002882 FRAME: 0479

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of this \_\_\_\_\_ day of December, 1994 by and between TOP LINE PROCESS EQUIPMENT CORPORATION, a Wisconsin corporation ("Top Line"), and ALLEGHENY BRADFORD CORPORATION, a Pennsylvania corporation ("ABC" or the "Surviving Entity") (Top Line and ABC being herein sometimes collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, Section 1921(a) of the Pennsylvania Business Corporation Law of 1988, as amended (the "PA BCL"), permits the merger of a Pennsylvania business corporation with a foreign business corporation; and

WHEREAS, Section 180.1107 of the Wisconsin Business Corporation Law, as amended (the "WI BCL"), permits the merger of a Wisconsin business corporation with a foreign business corporation; and

WHEREAS, the Constituent Entities desire that ABC be merged with and into Top Line (the "Merger"), with Top Line being the surviving entity, upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Top Line and ABC hereby agree as follows:

1. Terms of Merger. At the Effective Time (as hereinafter defined), Top Line shall be merged with and into ABC pursuant to the provisions of Sections 1921 et seq. of the PA BCL, including without limitation Section 1921(a) thereof, and Section 180.1101 et seq. of the WI BCL, including without limitation Section 180.1107 thereof.

2. Surviving Entity. The entity surviving the Merger shall be ABC.

3. Treatment of Shares. At the Effective Time, (a) each share of common stock of Top Line, no par value per share (the "Top Line Common Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger automatically and without any action on the part of the holder thereof, be converted into 73.3652 shares of capital stock of ABC, no par value per share, rounded up or down, as the case may be, to the next whole number (the "ABC Capital Stock"); (b) each share of preferred stock of Top Line, no par value per share (the "Top Line Preferred Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger automatically and without any action on the part of the holder thereof, be converted

into 1.2749 shares of ABC Capital Stock, rounded up or down, as the case may be, to the next whole number; and (c) each share of ABC Capital Stock issued and outstanding immediately prior to the Effective Time shall remain outstanding, without change therein by reason of the merger; provided, however, that the shares of ABC Capital Stock owned by Top Line immediately prior to the Effective Time shall be deemed to be cancelled at the Effective Time.

4. Effective Time. (a) This Agreement shall be submitted to the Board of Directors of Top Line and the shareholders of Top Line for approval as provided by the WI BCL and shall be submitted to the Board of Directors of ABC and the shareholders of ABC for approval as provided by the PA BCL. If this Agreement is duly approved as specified in the preceding sentence and is not terminated as contemplated by Section 8 hereof, articles of merger (the "Articles of Merger"), executed in accordance with the PA BCL and the WI BCL, shall be filed with the Department of State of Pennsylvania in accordance with the PA BCL and with the Secretary of State of Wisconsin in accordance with the WI BCL.

(b) The Merger shall become effective at 11:59 p.m. Eastern Standard Time on December 31, 1994 (the "Effective Time"); provided, however, that if the Articles of Merger are not filed with the Department of State of Pennsylvania and the Secretary of State of Wisconsin as provided in Section 4(a) before 11:59 p.m. Eastern Standard Time on December 31, 1994, the Effective Time shall be the time at which such filings are completed.

5. Articles of Incorporation. The Amended and Restated Articles of Incorporation of ABC attached hereto as Annex I from and after the Effective Time, until amended as provided by applicable law, shall be and may be separately certified as, the Articles of Incorporation of the Surviving Entity.

6. By-Laws. The By-Laws of ABC, as in effect at the Effective Time, shall be the By-Laws of the Surviving Entity, to remain unchanged until amended in accordance with the provisions thereof and applicable law.

7. Directors and Officers. At the Effective Time the Directors of the Surviving Entity shall consist of those persons who were directors of ABC immediately prior to the Effective Time. At the Effective Time the officers of the Surviving Entity shall be the persons shown on Annex II hereto, each such person to hold such office in accordance with the By-Laws and at the pleasure of the Directors of the Surviving Entity.

8. Termination and Amendment. This Agreement may be terminated by the Board of Directors of ABC or Top Line at any time prior to the filings referenced in Section 4(a) notwithstanding approval of this Agreement by the shareholders of ABC and/or the shareholders of Top Line. In addition, the Board



of Directors of ABC and Top Line may amend this Agreement at any time prior to the filings referenced in Section 4(a) to the fullest extent permitted by Section 1922 of the PA BCL and Section 180.1301 et seq. of the WI BCL.

9. Miscellaneous. At the Effective Time, all the contracts, agreements, property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of Top Line shall be transferred to, vested in and devolve upon ABC without further act or deed, and all property, rights, and every other interest of ABC and Top Line shall be as effectively the property of Top Line as they were of ABC and Top Line, respectively. Top Line hereby agrees from time to time, as and when requested by ABC 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 ABC may deem necessary or desirable in order to vest in and confirm to ABC title to and possession of any property of Top Line acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of Top Line and the proper officers and the directors of ABC are fully authorized in the name of ABC or otherwise to take any and all such action. For purposes of the preceding sentence, the officers and Directors of ABC in office at the time shall be deemed to be the officers and directors of Top Line.

IN WITNESS WHEREOF, each of ABC and Top Line has caused this Agreement to be executed by its Chairman of the Board of Directors or President or one of its Vice Presidents and attested by its Secretary or Assistant Secretary, and its corporate seal affixed, all as of the date first above written.

ATTEST:

TOP LINE PROCESS EQUIPMENT  
CORPORATION

By: \_\_\_\_\_  
[Assistant] Secretary  
[Corporate Seal]

By: \_\_\_\_\_  
Title: \_\_\_\_\_

ATTEST:

ALLEGHENY BRADFORD CORPORATION

By: \_\_\_\_\_  
[Assistant] Secretary  
[Corporate Seal]

By: \_\_\_\_\_  
Title: \_\_\_\_\_

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
of  
ALLEGHENY BRADFORD CORPORATION

I. Corporate Name. The name of the Corporation is Allegheny Bradford Corporation.

II. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth is 1522 South Avenue, Route 219 South, Box 200, Bradford, Pennsylvania 16701, McKean County.

III. Incorporation Statute. The Corporation was incorporated under the provisions of the Business Corporation Law, Act of May 5, 1933, as amended.

IV. Effective Date. These Amended and Restated Articles of Incorporation shall become effective at 11:59 p.m. on December 31, 1994.

V. Stock. The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares of no par value capital stock.

VI. No Cumulative Voting. The shareholders of the Corporation shall not be entitled to cumulate their votes for the election of directors.

VII. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) Nature and Extent of Rights. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of increasing

director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or any failure to act, by a director prior thereto.

VIII. Indemnification of, and Advancement of Expenses to, Directors, Officers and Others.

(a) Right to Indemnification. Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liabilities paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a director or officer of the Corporation or of a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another company, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action initiated by an indemnitee (as hereinafter defined) against the Corporation (an "Indemnatee Action") except as provided in the last sentence of this Section (a). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time denominates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" shall include each director and officer of the Corporation and each other person denominated by the Board of Directors as entitled to the benefits of this Article, "expenses" shall mean all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee, and "liabilities" shall mean amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section (a) for expenses incurred in connection with any Indemnatee Action only (i) if the Indemnatee Action is instituted under Section (c) of this Article and the indemnitee is successful in whole or in part in such Action, (ii) if the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed or (iii) if the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

(b) Right to Advancement of Expenses. Every indemnitee shall be entitled as of right to have his or her expenses in defending any Action, or in initiating and pursuing any Indemnatee Action for indemnity or advancement of expenses under Section (c) of

this Article, paid in advance by the Corporation prior to final disposition of such Action or Indemnatee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnatee to repay the amount advanced if it should ultimately be determined that the indemnatee is not entitled to be indemnified for such expenses.

(c) Right of Indemnatee to Initiate Action. If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnatee may at any time thereafter initiate an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnatee shall also be entitled to be paid the expense of prosecuting such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under Section (a) of this Article shall be that the indemnatee's conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the indemnatee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnatee is proper in the circumstances, nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its shareholders) that the indemnatee's conduct was such that indemnification is prohibited by Pennsylvania law, shall be a defense to such Indemnatee Action or create a presumption that the indemnatee's conduct was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnatee Action to recover on a claim for advancement of expenses under Section (b) of this Article shall be the indemnatee's failure to provide the undertaking required by Section (b) of this Article.

(d) Insurance and Funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

(e) Non-Exclusivity: Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnatee may be entitled under any agreement or by-law, charter provision, vote of shareholders or directors or otherwise, (ii) be



deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, By-Law or other provision.

(f) Partial Indemnity. If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liabilities paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnatee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

Annex II to  
Agreement and Plan  
of Merger

LIST OF OFFICERS

<u>Office</u>	<u>Name</u>
Chairman and CEO	Thomas R. Bromeley
President	Robert L. Leslie
Secretary	Robert B. Bromeley
Asst. Secretary	Helen D. Nusbaum
Treasurer	John J. Lane
Vice President	John H. Satterwhite
Vice President	John T. McCandless
Vice President	Gordon J. Colton
Vice President	Michael A. Zurat
Vice President	Daniel P. McCune