

(Rev.6-93)

COVER SHEET

OF COMMERCE

OMB No. 0651-0011

Patent and

(exp. 4/94)

Trademark Office

TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): <b>Genesis Cable Systems, L.L.C.</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation - State of  <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party (ies)</p> <p>Name: <u>Honeywell International Inc.</u>  Internal Address:  Street Address: <u>101 Columbia Road</u>  City: <u>Morristown</u> State: <u>NJ</u> ZIP: <u>07962</u></p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u>  <input type="checkbox"/> Other</p>
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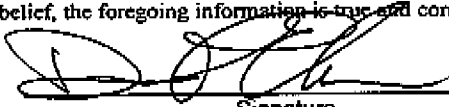
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date: <u>July 6, 2004</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from assignment)</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s)  A. Trademark Application No.(s)</p> <p><b>See attached Schedule A</b></p>	<p>B. Trademark Registration No. (s)</p> <p><b>See attached Schedule A</b></p>
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Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>David A. Cohen</u>  Internal Address:  <u>Honeywell International Inc.</u>  Street Address: <u>101 Columbia Road</u>  City: <u>Morristown</u> State: <u>NJ</u> ZIP: <u>07962</u></p>	<p>6. Total number of applications and registrations involved <u>13</u></p> <p>7. Total fees (37 CFR 3.41).....\$ <u>340.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>Deposit account number: <u>01-1125</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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8. 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.

David A. Cohen                                            September 27, 2004  
Name of Person Signing                      Signature                      Date

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

Mail documents to be recorded with required cover sheet information to:  
Assistant Commissioner for Trademarks  
BOX ASSIGNMENTS  
2900 Crystal Drive  
Arlington, VA 22202-3513

CH \$340.00 011125 76581656

**Genesis Cable Trademarks – Schedule A**

<b>Mark Name</b>	<b>Application No.</b>	<b>Registration No.</b>
AUDACIOUS SOUND CABLE	75/712306	2456133
CATLINK	75/359255	2231680
COUNTDOWN	76/581656	
GENELENE	75/271562	2165590
GENESIS CABLE SYSTEMS	75/429277	2249244
GENESIS WIRE AND CABLE SYSTEMS	75/193101	2157680
PLENELENE	75/262338	2144597
PROFUSION	76/577013	
SECURING THE FUTURE	75/336359	2227514
SPEED BAG	75/860890	2466640
SPEED BOX	76/173732	2869958
THE PAYOFF WIRE DISPENSING SYSTEM	75/382331	2235773
VALUE LINE WIRE AND CABLE	75/193102	2112230

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

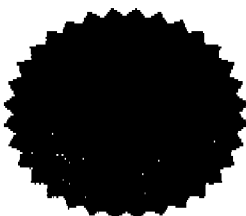
"GENESIS CABLE SYSTEMS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "HONEYWELL INTERNATIONAL INC." UNDER THE NAME OF "HONEYWELL INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JULY, A.D. 2004, AT 4:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTH DAY OF JULY, A.D. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2061772 8100M  
040495695



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3220599

DATE: 07-08-04

2004 JUL 06 TUE

JAN 1992

NO. 7823 P. 2

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:57 PM 07/06/2004  
FILED 04:58 PM 07/06/2004  
SRV 040495695 - 2061772 FILE

**Certificate of Merger**

Merging

Genesis Cable Systems, L.L.C.

into

Honeywell International Inc.

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, Honeywell International Inc., a corporation organized under the laws of the State of Delaware, hereby certifies as follows:

**FIRST:** The name of the surviving corporation is Honeywell International Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Genesis Cable Systems, L.L.C., a Delaware Limited Liability Company.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is Honeywell International Inc.

**FOURTH:** The merger is to become effective at 11:59 pm on July 6, 2004.

**FIFTH:** The Agreement of Merger is on file at 101 Columbia Road, Morristown, New Jersey the place of business of the surviving corporation.

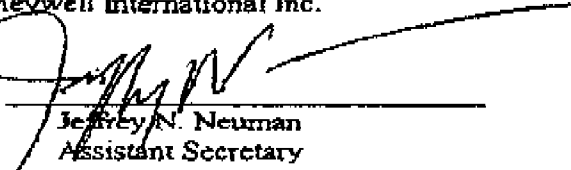
**SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be it's Certificate of Incorporation.

**IN WITNESS WHEREOF,** said Corporation has caused this certificate to be signed by an authorized officer, the 6<sup>th</sup> day of July, A.D., 2004.

Honeywell International Inc.

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



Jeffrey N. Neuman  
Assistant Secretary

*Handwritten:* Attached