

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Leach Company		09/30/2002	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Leach Company, Inc.
Street Address:	2737 Harrison Street
City:	Oshkosh
State/Country:	WISCONSIN
Postal Code:	54903
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1387455	2R
Registration Number:	1378023	2R II
Registration Number:	2686332	ALPHA
Registration Number:	2677939	BETA
Serial Number:	76235220	DYNAMICSEQUENCING
Registration Number:	0681412	LEACH
Registration Number:	1379102	LEACH
Registration Number:	1478576	LEACH ALPHA
Registration Number:	2336723	LEACH MILLENNIUM
Registration Number:	1481397	OSHKOSH
Registration Number:	0214035	OSHKOSH
Registration Number:	0704883	PACKMASTER
Serial Number:	76235221	RAPIDLATCH
Registration Number:	1378024	SC II

CORRESPONDENCE DATA

900014693

**TRADEMARK
 REEL: 002966 FRAME: 0979**

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Fax Number: (630)954-2138
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 630-954-2026
Email: jsherman@federalsignal.com
Correspondent Name: Jennifer L. Sherman
Address Line 1: 1415 West 22nd Street
Address Line 2: Suite 1100
Address Line 4: Oak Brook, ILLINOIS 60523

ATTORNEY DOCKET NUMBER:	LEACH MERGER
NAME OF SUBMITTER:	Jennifer L. Sherman

Total Attachments: 7
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SEP 30 2002

WISCONSIN
DFI**ARTICLES OF MERGER**

OF

LEACH COMPANY 1401772

INTO

FS MERGER, INC. 01 F033530

Imaged

THESE ARTICLES OF MERGER are made pursuant to Section 180.1101 and Section 180.1105 of the Wisconsin Business Corporation Law on this 30th day of September, 2002 by and between FS MERGER, INC., a Wisconsin corporation ("MergerSub"), and LEACH COMPANY, a Wisconsin corporation ("Leach").

ARTICLE I**PLAN OF MERGER**

The Plan of Merger required by the Wisconsin Business Corporation Law is set forth in the Merger Agreement attached hereto as Schedule A and by reference made a part hereof with the same force and effect as if herein set forth in full.

ARTICLE II**ADOPTION OF PLAN OF MERGER**

The Plan of Merger was adopted by both MergerSub and Leach in accordance with Section 180.1103 of the Wisconsin Business Corporation Law.

ARTICLE III**EFFECTIVE TIME OF MERGER**

As provided in the Plan of Merger, the Effective Time of the Merger shall be the time that these Articles of Merger are received in the Office of the Department of Financial Institutions of Wisconsin.

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TRADEMARK

REEL: 002966 FRAME: 0981

IN WITNESS WHEREOF, each of the parties hereto has caused these Articles of Merger to be executed on its behalf as of the day and year first above written.

FS MERGER, INC.

(No Corporate Seal)

By: Kim A. W. [Signature]
Title: Vice President

LEACH COMPANY

(No Corporate Seal)

By: [Signature]
Title: President & CEO

This instrument was drafted by and should be returned to:
Michael Lappin
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

MERGER AGREEMENT

OF

LEACH COMPANY

INTO

FS MERGER, INC.

THIS MERGER AGREEMENT (the "Merger Agreement") is made as of this 30th day of September, 2002 by and between FS MERGER, INC., a Wisconsin Corporation ("MergerSub"), and LEACH COMPANY, a Wisconsin corporation ("Leach").

RECITALS

WHEREAS, the respective Boards of Directors of Leach and MergerSub have determined that it is advisable and generally to the advantage and welfare of Leach and MergerSub and the shareholders of Leach and MergerSub, that Leach be merged with and into MergerSub (the "Merger") on the terms and conditions set forth in this Merger Agreement; and

WHEREAS, the respective Shareholders of Leach and MergerSub, by resolutions duly adopted, have approved and adopted this Merger Agreement.

NOW THEREFORE, in consideration of the Recitals and of the mutual provisions, agreements and covenants herein contained, MergerSub and Leach hereby agree as follows:

ARTICLE I

CORPORATE EXISTENCE OF THE SURVIVING CORPORATION

At the Effective Time of the Merger (as hereinafter defined), Leach shall be merged with and into MergerSub which shall be the surviving corporation. The corporate identity, existence, rights, privileges, properties, franchises, and assets of MergerSub (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger. The separate existence of Leach, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Leach and the Surviving Corporation shall be and become one single corporation.

ARTICLE II

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ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of MergerSub as in effect at the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with law, except that at the Effective Time of the Merger, Article I shall be amended to read as follows:

Article I**Name**

The name of the corporation is Leach Company, Inc. *OK*

ARTICLE III**BYLAWS OF SURVIVING CORPORATION**

The Bylaws of Leach as in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law.

ARTICLE IV**DIRECTORS AND OFFICERS OF SURVIVING CORPORATION**

The duly qualified and acting directors and officers of MergerSub immediately prior to the Effective Time of Merger shall be the directors and officers of the Surviving Corporation, to hold office as provided in the Bylaws of the Surviving Corporation.

ARTICLE V**CONVERSION OF SHARES**

The manner of converting the shares of each of Leach and MergerSub shall be as follows:

(a) At the Effective Time of the Merger, each share of the capital stock of MergerSub then issued and outstanding, and without any action on the part of the holder thereof, shall remain one share of common stock of the Surviving Corporation.

(b) At the Effective Time of the Merger, each share of Common Stock (other than a Dissenting Share) of Leach then issued and outstanding, without any action on the part of the holder thereof, shall be converted into the right to receive 58.71 shares of Common Stock of Federal Signal Corporation, the corporate Parent of MergerSub.

(c) At the Effective Time of the Merger, each share of the Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock of Leach then issued and outstanding, without any action on the part of the holder thereof, shall be converted into the right to receive cash in an amount equal to \$ 3,207,875.

(d) At the Effective Time of the Merger, each Dissenting Share shall be converted into the right to receive payment from the Surviving Corporation with respect thereto in accordance with the provisions of the Wisconsin Business Corporation Law.

ARTICLE VI

EFFECT OF THE MERGER

The Merger shall have the effects set forth in Section 180.1106 of the Wisconsin Business Corporation Law.

ARTICLE VII

EFFECTIVE TIME OF THE MERGER

The Effective Time of the Merger shall be the time that Articles of Merger are received in the office of the Department of Financial Institutions of Wisconsin.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Merger Agreement to be executed on its behalf as of the day and year first above written.

FS MERGER, INC.

(No Corporate Seal)

By: *Kim A. Wehrer*
Title: *Vice President*

LEACH COMPANY

(No Corporate Seal)

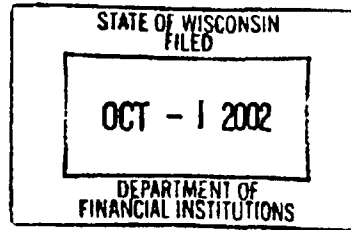
By: *Fredrick E. Leach*
Title: *President & CEO*

This instrument was drafted by and should be returned to:
Michael Lappin
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

10/2/01
002155
12500
DO

\$100,00 + \$25,00 Exp

Articles of Merger
Chap. 180



merges: Leach Company (WI Corp) (Non-Summer)

into: FS Merger, Inc. (WI Corp) (Summer)

- Summer Changes Name -