

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/20/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ilco Unican Corp		06/20/2001	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Kaba Corporation
Street Address:	400 Jeffreys Road
City:	Rocky Mount
State/Country:	NORTH CAROLINA
Postal Code:	27804
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0773164	SIMPLEX

CORRESPONDENCE DATA

Fax Number: (847)509-0255
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 847-509-0250
 Email: clarson@hillfirm.com
 Correspondent Name: The Hill Firm
 Address Line 1: 666 Dundee Road
 Address Line 2: Suite 1201
 Address Line 4: Northbrook, ILLINOIS 60062

ATTORNEY DOCKET NUMBER:	SIMPLEX
NAME OF SUBMITTER:	Dennis A. Gross

OP \$40.00 0773164

Signature:	/Dennis A Gross/
Date:	04/25/2006
Total Attachments: 7 source=Ilco Unican Merger#page1.tif source=Ilco Unican Merger#page2.tif source=Ilco Unican Merger#page3.tif source=Ilco Unican Merger#page4.tif source=Ilco Unican Merger#page5.tif source=Ilco Unican Merger#page6.tif source=Ilco Unican Merger#page7.tif	



NORTH CAROLINA

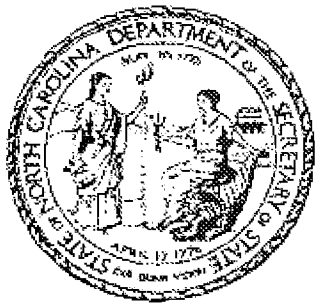
Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER
OF
ILCO UNICAN CORP.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 20th day of June, 2001.

Elaine F. Marshall

Secretary of State

Certification Number: 5807510-2 Page: 1 of 7 Ref. # 4623228
Verify this certificate online at www.secretary.state.nc.us/Verification.

BOOK 1794 PAGE 773

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State of North Carolina
Department of the Secretary of State


ARTICLES OF MERGER
BUSINESS CORPORATION

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two domestic business corporations

1. The name of the surviving corporation is **KABA CORPORATION**, a corporation organized under the laws of Connecticut; the name of the merged corporation is **ILCO UNICAN CORP.**, a corporation organized under the laws of North Carolina.
2. Attached is a copy of the Agreement and Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation, shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by the Connecticut Business Corporation Act.
4. With respect to the merged corporation, shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. These articles will be effective as of 11:59:59 p.m. on the date of filing.

This is the 5th day of June, 2001.

KABA CORPORATION



Signature

Thomas J. DiVito, Secretary
Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

(Revised January 2000)
CORPORATIONS DIVISION

P. O. BOX 29622

(Form B-04)
RALEIGH, NC 27626-0622

Form B-04

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter referred to as the "Plan of Merger") dated June 6, 2001, by and among KABA CORPORATION ("Kaba U.S."), a corporation organized and existing under the laws of the State of Connecticut, and IUCO UNICAN CORP. ("IUC"), a corporation organized and existing under the laws of the State of North Carolina.

WITNESSETH:

WHEREAS:

A. IUC and Kaba U.S. have agreed to merge pursuant to the laws of the States of Connecticut and North Carolina; and

B. The respective Boards of Directors of IUC and Kaba U.S. (hereinafter sometimes referred to as the "Constituent Corporations") deem it advisable for the general welfare and advantage of the Constituent Corporations, and Kaba Schliesssysteme AG, a company incorporated in R umlang, Switzerland ("KSW") as the sole stockholder of both IUC and Kaba U.S., has voted to ratify and approve this Agreement and Plan of Merger, and the transactions described herein are deemed necessary and appropriate to effect such merger.

NOW THEREFORE, in consideration of the premises, the parties do hereby agree as follows:

ARTICLE I - MERGER

IUC shall be and become merged with and into Kaba U.S. on or at the Merger Date, as defined in Article II of this Plan of Merger. (The resulting merger is sometimes hereinafter referred to as the "Merger.") Kaba U.S. shall be the surviving corporation and continue its corporate existence under the laws of the State of Connecticut.

ARTICLE II - MERGER DATE

The Merger shall become effective when all of the following shall have been completed:

(a) The respective Boards of Directors of IUC and Kaba U.S. shall have adopted and ratified this Agreement and Plan of Merger and the Boards shall have recommended such merger to, KSW as sole stockholder of each Constituent Corporation;

(b) Approval of the Merger by KSW as sole stockholder of each of the Constituent Corporations; and

(c) The Certificate of Merger required by Section 33-819 of the Connecticut Business Corporation Act and the Articles of Merger required by Section 55-11-05 of the North Carolina Business Corporation Act shall have been duly executed and filed with the respective Secretaries of States of Connecticut and North Carolina in accordance with said Acts and the time that the merger shall become effective as of the date of such filing as set forth in the aforesaid Certificates of Merger shall have expired.

The date and time when the Merger becomes effective as provided above shall be referred to herein as the "Merger Date".

ARTICLE III - CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of Kaba U.S. as it presently exists shall be the Certificate of Incorporation of Kaba U.S., as the surviving corporation, from and after the Merger Date, subject always to the right of Kaba U.S. to further amend its Certificate of Incorporation in accordance with Connecticut law.

ARTICLE IV - BYLAWS

The bylaws of Kaba U.S., as in effect on the date hereof, shall be the bylaws of Kaba U.S., as surviving corporation, from and after the Merger Date, subject always to the right of Kaba U.S. to amend its bylaws in accordance with Connecticut law.

ARTICLE V - DIRECTORS AND OFFICERS

(a) Directors: The names of the persons who shall constitute the Board of Directors of Kaba U.S., as the surviving corporation, from and after the Merger Date, are as follows:

Heribert Allemann
Thomas J. Divito
Ulrich Graf
Frank Belflower

The persons named above shall serve as directors until the next annual meeting of the stockholders of Kaba U.S. and until others shall be elected in their stead.

(b) Officers: The names of the persons who shall be the officers of Kaba U.S., as the surviving corporation, are as follows:

Heribert Allemann	President
Frank Belflower	Vice President
Thomas J. Divito	Secretary
Thomas Boswell	Assistant Secretary

The persons named above shall serve as officers until the next annual meeting of the directors of Kaba U.S. and until others shall be elected in their stead.

ARTICLE VI
TERMS AND CONDITIONS AND MODE OF EFFECTING MERGER

The mode of carrying the Merger into effect and the manner and basis of converting shares of IUC into shares of Kaba U.S., cash and other securities of Kaba U.S. upon the Merger Date shall be as follows:

(a) All of the certificates evidencing all of the shares of IUC's Common Stock issued and outstanding on the Merger Date, held by KSW as sole stockholder of IUC, by virtue of the Merger shall be surrendered and the shares evidenced by such certificates shall be converted into the following:

(i) KSW shall receive 700 shares of the authorized but unissued common stock of Kaba U.S. with an agreed upon value of \$201.731 million U.S.

(ii) The issuance of a promissory note in the original principal amount of \$61.2 million U.S. by Kaba U.S., as maker, to KSW, as payee.

(iii) The payment of \$60.592 million U.S. in cash by Kaba U.S. to KSW.

(b) IUC shall cease to exist and its property shall become the property of Kaba U.S. and its liabilities, both known and unknown, choate and inchoate, shall become the liabilities of Kaba U.S.

(c) All issued and outstanding shares of IUC and all rights in respect thereof, shall be cancelled forthwith on the Merger Date and the certificates evidencing such shares shall be surrendered and cancelled.

ARTICLE VII - CERTIFICATES OF MERGER

The parties shall join in executing a Certificate of Merger and Articles of Merger in the appropriate form for filing in the states of Connecticut and North Carolina, respectively.

ARTICLE VIII - TERMINATION

This Plan of Merger may be terminated and abandoned, notwithstanding any prior approval of the Merger, by the respective Boards of Directors of either or both Kaba U.S. or IUC prior to the Merger Date.

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ARTICLE IX - AMENDMENT

This Plan of Merger may be amended or revised by action of the respective Boards of Directors of the Constituent Corporations at any time prior to the Merger Date, notwithstanding any prior approval of the Merger by the respective stockholders of such corporations, as may be required to comply with the law of the States of Connecticut and North Carolina, and as may be otherwise necessary, desirable or expedient with respect to matters of form; provided, however, that no amendment or revision shall be made hereto unless such amendment or revision is permitted by law.


ARTICLE X - MISCELLANEOUS

(a) The parties will execute, at any time and from time to time, either before or after the Merger Date, such additional instruments and will take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred by virtue of the Merger or otherwise to carry out the intent and purposes of this Plan of Merger.

(b) This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto have caused this Plan of Merger to be executed by the officer whose signature appears below, hereunto duly authorized, and its corporate seal to be hereunder duly affixed, all on or as of the day and year first above written.

KABA CORPORATION

By: 
Thomas DiVito
Its Secretary
hereunto duly authorized

ILCO UNICAN CORP.

By: _____
Its
hereunto duly authorized

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ARTICLE IX - AMENDMENT

This Plan of Merger may be amended or revised by action of the respective Boards of Directors of the Constituent Corporations at any time prior to the Merger Date, notwithstanding any prior approval of the Merger by the respective stockholders of such corporations, as may be required to comply with the law of the States of Connecticut and North Carolina, and as may be otherwise necessary, desirable or expedient with respect to matters of form; provided, however, that no amendment or revision shall be made hereto unless such amendment or revision is permitted by law.

ARTICLE X - MISCELLANEOUS

(a) The parties will execute, at any time and from time to time, either before or after the Merger Date, such additional Instruments and will take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred by virtue of the Merger or otherwise to carry out the intent and purposes of this Plan of Merger.

(b) This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto have caused this Plan of Merger to be executed by the officer whose signature appears below, hereunto duly authorized, and its corporate seal to be hereunder duly affixed, all on or as of the day and year first above written.

KABA CORPORATION

By: _____
Thomas DiVito
Its Secretary
hereunto duly authorized

ILCO UNICAN CORP.

By: Frank Belflower
Frank Belflower
Its Vice President
hereunto duly authorized

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Filed for registration June 29 2001
at 2:00 o'clock PM, and duly registered
in Book 1794 Page 773 Nash County
by Barbara W. Sasser Registrar of Deeds