

RE

04-25-2003

EET



To the Honorable Commissioner,

102431869

attached original documents or copy thereof.

1. Name of conveying party(ies):

Alstom T&D Bitronics Inc.

4-18-03

Address of receiving party(ies):

Alstom T&D Inc.
300 Tice Boulevard
Woodcliff Lake, New Jersey 07677

- Individual(s)
- General Partnership
- Corporation - Pennsylvania
- Other -
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other -

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

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

Dated: December 19, 2001

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,734,533 2,122,623
2,020,198

Additional numbers attached? Yes No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550
kuhn@hugheshubbard.com

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

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.

Name of Person Signing

Perla M. Kuhn

April 16, 2003

Date

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

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335, Arlington, VA 22202

CERTIFICATE OF MAILING

Express Mail Certificate No.: EU382241701US

I hereby certify that this correspondence is being deposited with the United States Postal Service in an Express Mail envelope addressed to the U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Arlington, VA 22202, at 703 308-7124 on 04/18/2003 (Date of Deposit).

Elaine S. Parker
Name

Signature

April 18, 2003
Date of Signature

04/24/2003 ECOOPER 00000152 1734533

01 FC:0521
02 FC:0522

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Delaware

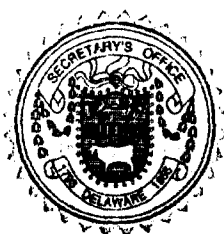
PAGE 1

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:

"ALSTOM T&D BITRONICS INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "ALSTOM T&D INC." UNDER THE NAME OF "ALSTOM T&D INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 1 O'CLOCK P.M.

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



2022421 8100M

010675778

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1537284

DATE: 01-03-02

TRADEMARK
REEL: 002718 FRAME: 0039

CERTIFICATE OF MERGER
OF
ALSTOM T&D BITRONICS INC.
WITH AND INTO
ALSTOM T&D INC.

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Alstom T&D Inc.	Delaware
Alstom T&D Bitronics Inc.	Pennsylvania

SECOND: That an agreement of merger between the parties has been approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with section 252 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the merger is Alstom T&D Inc., a Delaware corporation.

FOURTH: That the certificate of incorporation of Alstom T&D Inc., a Delaware corporation which is surviving the merger, shall be the certificate of incorporation of the surviving corporation.

NY 609287-cert of merger

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 12/28/2001
010675778 - 2022421

FIFTH: That the executed agreement of merger is on file at an office of the surviving corporation, the address of which is 300 Tice Boulevard, Woodcliff Lake, New Jersey 07677.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Alstom T&D Bitronics Inc. is authorized to issue 200,000 shares of common stock, par value of \$1.00 per share, and 717 shares of 10% cumulative, non-voting, non-participating callable redeemable preferred stock, par value of \$100.00 per share.

NY 609287-cert of merger

IN WITNESS WHEREOF, Alstom T&D Inc. has caused this Certificate of Merger to be signed by the undersigned on its behalf as of this 19th day of December, 2001.

ALSTOM T&D INC.

By: Anthony M. D'orio

Name: Anthony M. D'orio

Title: Vice-President and Secretary