4-21-00	05-15-2000 _			
FORM PTO-1619A Expines 06/30/99 CMB 0651-0027 700 APR 21 AN 9:51	101356041	U.S. Department of Commerce Patent and Trademark Office PATENT		
OPR/FINANCE				
RECORDATION FORM COVER SHEET PATENTS ONLY				
TO: The Commissioner of Patents and Trademark Submission Type	cs: Please record the attached original Conveyance Type	document(s) or copy(ies).		
		Agreement		
Resubmission (Non-Recordation)	License Change o			
Document ID#				
Reel # Frame #	X Merger Other U.S. Governm	nent		
Corrective Document Reel # Frame #	(For Use ONLY by U.S. Gover Departmental File	Secret File		
Conveying Party(ies)	Mark if additional names of conveying	parties attached Execution Date Month Day Year		
Name (line 1) Moto Mirror Inc.		09071999		
Name (line 2)		Execution Date		
Second Party Name (line 1)	····	Month Day Year		
Name (line 2)				
Receiving Party	Mark if additional nam	es of receiving parties attached		
Name (line 1) Echlin Inc.		If document to be recorded is an assignment and the receiving party is not		
Name (line 2)		domiciled in the United States, an appointment of a domestic		
Address (line 1) 4500 Dorr Street		representative is attached. (Designation must be a separate document from		
Address (line 2)		Assignment.)		
Address (line 3) Toledo	OH/USA State/Country	43697 Zip Code		
Domestic Representative Name and Ac	Idress Enter for the first Receiving	g Party only.		
Name				
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
	FOR OFFICE USE ONLY			
05/12/2000 JJALLAH2 00000053 5566029 120.00 DP				
01 FC:581	verses approximately 30 minutes per Cover Sheet to be rect	orded, including time for reviewing the document and mark Office. Chief Information Officer, Washington,		
01 FC:581 Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS. Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND Recurded (s) information to: Nach I documents to be recorded with required cover sheet(s) information, D.C. 20231				
D.C. 20231 and to the Office of Information and Negative Office of Information and Negative Office of Information Collection Budget Package 0651-0027, Patient and Trademark Assignment Practice. Do Not Schotter (s) information to: Information Collection Budget Package 0651-0027, Patient and Trademark Assignment Practice. Do Not Schotter (s) information to: Mail documents to be recorded with required cover sheet(s) information to: Mail documents to be recorded with required cover sheet(s) information, D.C. 20231 Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231				
Commissioner of Patents and Tradentation,				

including any attachments. # 3 Application Number(s) or Patent Number(s) Mark if additional numbers attached Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property). Patent Application Number(s) Patent Number(s) Patent Application Number(s) Patent Number(s) S566029 5412512 S406419 S566029 Image: Signed by the first named executing Inventor. Month Patent Cooperation Treaty (PCT) PcT Enter PCT application number PcT PcT PcT	FORM PTO-1619B Expires 06/30/99 OMB 0651-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office PATENT
Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Address (ine t) 200 E. Randolph Dr., Suite 5300 Pages Enter the total number of pages of the attached conveyance document # Including any attachments. 300 Patent Number(s) Patent Application Number of the Patent Number(DO NOT ENTER BOTH numbers for the same property). Patent Application Number of the Patent Application, enter the data the patent application was Month Teat papiloation number attached executing Inventor. Patent Cooperation Treaty (PCT) Pct Pct Patent PCT application number attached executing Inventor. Month Teat Pct application Number of Properties Involved. # 3 <t< th=""><th>Correspondent Name and Addre</th><th>ess Area Code and Telephone Numb</th><th>per 312-861-2000</th></t<>	Correspondent Name and Addre	ess Area Code and Telephone Numb	per 312-861-2000
Address (Ime 2) Chicago. II. 60601 Address (Ime 3)	Name Kirkland & Ellis,	, c/o Lisa M. Barr, Esq,	
Address (ine 3) Address (ine 3) Address (ine 4) Pages Enter the total number of pages of the attached conveyance document including any attachments. Application Number(s) or Patent Number(s) Bater there are rapplication Number(s) Patent Application Number(s) Patent Application Number(s) Patent Application Number(s) S566029 S412512 S406419 Patent Number(s) S566029 S412512 S406419 S	Address (line 1) 200 E. Randolph I)r., Suite 5300	
Address (line 4)	Address (line 2) Chicago, IL 6060)1	
Pages Enter the total number of pages of the attached conveyance document including any attachments. Application Number(s) or Patent Number(s) Mark if additional numbers attached Enter either the Petent Application Number (DO NOT ENTER BOTH numbers for the same property). Patent Application Number(s) Patent Number(s) Patent Application Number(s) Patent Number(s) Patent Application Number(s) Patent Number(s) Patent Selent Rumber(s) 5566029 State med to be assigned by the first named executing inventor. Month Patent Cooperation Treaty (PCT) PCT PCT Enter either to be assigned. PCT PCT Number of Properties Enter the total number of properties involved. # 3 Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account Deposit Account Number: # 22-0440 No 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. Charges to deposit account are authorized, as indicated herein. 4/ 18 1 bco Lisa M, Barr Date Date Date	Address (line 3)		
including any attachments. # 3 Application Number(s) or Patent Number(s) Mark if additional numbers attached Enter either the Patent Application Number or the Patent Number (D0 NOT ENTER BOTH numbers for the same property). Patent Application Number(s) Patent Number(s) Patent Application Number(s) Patent Number(s) S5566029 5412512 Statement is being filed together with a new Patent Application, enter the date the patent application was Month Day Year signed by the first named executing Inventor. Patent Cooperation Treaty (PCT) PCT PCT PCT PCT PCT Number of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Deposit Account Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Method correct and any 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. Charges to deposit account are authorized, as indicated herein. Lisa M. Barr Math Mathematin Date	Address (line 4)	· · · · · · · · · · · · · · · · · · ·	
Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property). Patent Application Number(s) Patent Application Number(s) Patent Number(s) Statement is being filed together with a naw Patent Application, enter the date the patent application was Month Day Year Signed by the first named executing inventor. Patent Cooperation Treaty (PCT) Enter PCT application number only if a U.S. Application Number PCT PCT has not been assigned. Number of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Deposit Account Unposit Account Number: Authorization to charge additional fees: Yes 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. Charges to deposit account are authorized, as indicated herein. Lisa M, Barr Mat Mathematical Account Account are authorized, as indicated herein. Date	•	• •	# 3
Patent Application Number(s) Patent Number(s) 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. Charges to deposit account are authorized, as indicated herein. Patent Number(s)	••		
Image: Second			
If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing Inventor. Patent Cooperation Treaty (PCT) PCT PCT PCT Enter PCT application number only if a U.S. Application Number PCT PCT PCT PCT Mumber of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account Imposit account or if additional fees can be charged to the account.) # 22-0440 Method of Payment: Enclosed X Deposit Account Mo Jeposit Account Imposit Account Number: # 22-0440 Authorization to charge additional fees: Yes X No 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. Charges to deposit account are authorized, as indicated herein. # // 18 / oo Lisa M. Barr Math Math Math Method Pate		5566029	5412512 5406419
If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing Inventor. Patent Cooperation Treaty (PCT) PCT PCT PCT Enter PCT application number only if a U.S. Application Number PCT PCT PCT PCT Mumber of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account Imposit account or if additional fees can be charged to the account.) # 22-0440 Method of Payment: Enclosed X Deposit Account Mo Jeposit Account Imposit Account Number: # 22-0440 Authorization to charge additional fees: Yes X No 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. Charges to deposit account are authorized, as indicated herein. # // 18 / oo Lisa M. Barr Math Math Math Method Pate			
If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing Inventor. Patent Cooperation Treaty (PCT) PCT PCT PCT Enter PCT application number only if a U.S. Application Number PCT PCT PCT PCT Mumber of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account Imposit account or if additional fees can be charged to the account.) # 22-0440 Method of Payment: Enclosed X Deposit Account Mo Jeposit Account Imposit Account Number: # 22-0440 Authorization to charge additional fees: Yes X No 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. Charges to deposit account are authorized, as indicated herein. # // 18 / oo Lisa M. Barr Math Math Math Method Pate			
Enter PCT application number PCT PCT PCT Only if a U.S. Application Number PCT PCT PCT has not been assigned. PCT PCT PCT Number of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) # 22-0440 (Enter for payment by deposit account or if additional fees can be charged to the account.) # 22-0440 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. Charges to deposit account are authorized, as indicated herein. Lisa M. Barr Mathematication 4/18 / bo	If this document is being filed together with a <u>ne</u> signed by the first named executing inventor.	w Patent Application, enter the date the patent app	lication was Month Day Year
Enter PCT application number Only if a U.S. Application Number PCT PCT PCT has not been assigned. Number of Properties Enter the total number of properties involved. # 3 Number of Properties Enter the total number of properties listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account Image: Count of the difficult fees can be charged to the account.) # 22-0440 Itenter for payment by deposit account or if additional fees can be charged to the account.) # 22-0440 Deposit Account Image: Count on the difficult fees can be charged to the account.) # 22-0440 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. Charges to deposit account are authorized, as indicated herein. Lisa M. Barr Mathematication on the difference on t	Patent Cooperation Treaty (PCT		РСТ
Number of Properties Enter the total number of properties involved. # 3 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00 Method of Payment: Enclosed X Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) # 22-0440 Deposit Account Deposit Account Number: # 22-0440 Statement and Signature Yes No 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. Charges to deposit account are authorized, as indicated herein. 4/18/00 Lisa M. Barr Max 4/18/00	only if a U.S. Application N	per	PCT
Method of Payment: Enclosed X Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) # 22-0440 Deposit Account Number: # 22-0440 Authorization to charge additional fees: Yes X No Statement and Signature Yes X No 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. Charges to deposit account are authorized, as indicated herein. Lisa M. Barr Yes Mathematication 4/18/00		the total number of properties involved.	# 3
Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) # 22-0440 Deposit Account Number: # 22-0440 Authorization to charge additional fees: Yes X No 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. Charges to deposit account are authorized, as indicated herein. Lisa M. Barr Mar M. Mar 4/18/00	Fee Amount Fee Am	nount for Properties Listed (37 CFR 3.41): \$ 120.00
(Enter for payment by deposit account or if additional fees can be charged to the deposit, the general account of the definition of the deposit account Number: # 22-0440 Authorization to charge additional fees: Yes No 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. Charges to deposit account are authorized, as indicated herein. Lisa M. Barr Authorization Authorization	Method of Payment:	Enclosed X Deposit Account	
Authorization to charge additional fees: Yes X No 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. Charges to deposit account are authorized, as indicated herein. Authorization to charge additional fees: Yes X No Lisa M. Barr Authorization to charge additional fees: Yes X No	Deposit Account (Enter for payment by deposit account c	or if additional fees can be charged to the account.) Deposit Account Number:	# 22-0440
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. Charges to deposit account are authorized, as indicated herein.		-	;: Yes X No
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. Charges to deposit account are authorized, as indicated herein.	Statement and Signature		
Lisa M. Barr Date		and belief, the foregoing information is t of the original document. Charges to dep	rue and correct and any posit account are authorized, as
Lisa M. Barr John Man Mc Jaw Date Date	indicated herein.	Ann MAR and	4/18/00
	Lisa M. Barr Name of Person Signing	Signature	Date



IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

MOTO MIRROR INC. FILE NO. 1260335

ARTICLES OF MERGER

SEPTEMBER 9, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 1, 2000.

BAM

Elton Bomer Secretary of State

FILED In the Office of the Secretary of State of Texas

SEP 09 1999

ARTICLES OF MERGER

OF

Corporations Section

MOTO MIRROR INC.

INTO

ECHLIN INC.

Pursuant to Article 5.16(B) of the Texas Business Corporation Act (the "Act"), the undersigned corporations hereby execute the following Articles of Merger.

FIRST. The name of the parent corporation, which is a business corporation organized under the laws of the State of Connecticut, is Echlin Inc. ("Echlin").

SECOND. The name of the subsidiary business corporation to be merged with and into Echlin, which is a business corporation organized under the Act, is Moto Mirror Inc. ("Moto Mirror").

THIRD. The outstanding capital stock of Moto Mirror consists of (i) 108,696 shares of common stock, (ii) 250,000 shares of Series A preferred stock and (iii) 467,500 shares of Series B preferred stock (collectively, the "Outstanding Shares"). Echlin is the owner of all of the Outstanding Shares.

FOURTH. An Agreement and Plan of Merger (the "Plan of Merger") has been duly approved by the Boards of Directors of Echlin and Moto Mirror. The Plan of Merger provides for the merger of Moto Mirror with and into Echlin, as a result of which Echlin will be the surviving corporation.

FIFTH. Section 4.6 of the Plan of Merger provides that Echlin will be responsible for the payment of all fees and franchise taxes required by law and that Echlin will be obligated to pay such fees and taxes if the same are not timely paid.

SIXTH. The Plan of Merger was duly approved by the Board of Directors of Echlin pursuant to the following resolutions thereof, adopted by unanimous written action without a meeting as of September 2, 1999, in accordance with Section 749 of the Connecticut Corporation Act and in accordance with its Certificate of Incorporation and By-Laws:

RESOLVED, that this Board of Directors hereby adopts the [Plan of Merger] and the transactions contemplated thereby in all respects and that such adoption constitutes approval of the Merger Agreement, the Merger and all of the transactions contemplated thereby, for purposes of Section 818 of the Connecticut Business Corporation Act and similar provisions of any other statutes that might be deemed applicable to the transactions contemplated by the Plan of Merger, and for purposes of [Echlin]'s Certificate of Incorporation and By-Laws; and

RESOLVED FURTHER, that the officers of [Echlin] be, and each of them hereby is, authorized to certify and deliver to the Secretary of State of the State of Texas articles of merger for filing as required by the [Act] and to certify and deliver to any other person or state official any other filings which may be required by law or which the officer or officers acting in the matter may deem necessary or advisable.

SEVENTH. The principal place of business of Echlin in Connecticut is 100 Double Beach Road, Branford, Connecticut 06405.

IN WITNESS WHEREOF, I have signed my name this 7/4 day of September, 1999.

ECHLIN INC. By:

Name: Steven E. Keller Title: Senior Vice President & Secretary

In the Matter of ECHLIN INC.

AFFIDAVIT OF ECHLIN OFFICER

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

I, Steven E. Keller, being first duly sworn, state the following:

1. I am the Secretary of Echlin Inc. and I make this affidavit based on my personal knowledge of the facts stated herein.

2. I have been an officer of Echlin Inc. since July 9, 1998 to the present and I am familiar with, among other things, the patents and trademarks of Echlin Inc.

3. Echlin Inc. was incorporated in the State of Connecticut, U.S.A., on January 13, 1959 under the name The Echlin Manufacturing Company of Connecticut, Incorporated.

4. On March 15, 1996, Sprague Devices, Inc., an Indiana, U.S.A. corporation, merged with and into Echlin Inc.

5. On September 9, 1999 Moto Mirror Inc., a Texas, U.S.A. corporation, merged with and into Echlin Inc.

6. On October 29, 1999 Sprague Controls, Inc., a Delaware corporation, merged with and into Echlin Inc., prior to which the following events occurred:

* Sprague Aristo-Aire, Inc. was incorporated in the State of Delaware, U.S.A., on March 30, 1988.

* On August 8, 1994 by virtue of a resolution of the Board of Directors an amendment to the Certificate of Incorporation of Sprague Aristo-Aire, Inc. was filed, changing the name of the corporation to Sprague Controls, Inc.

7. True and accurate copies of documents evidencing the relevant transactions identified herein are attached hereto.

[Signature is on the following page]

Steven E. Keller Secretary

Subscribed to and sworn to before me this $\square \widehat{\square}$ day of March, 2000.

121 ALIN:

Notary Public



THERESA 5. WHETRO Notary Public, State of Ohio My Commission Expires 3-27-2000

Dated: March 23 2000

CL: 455362v13

RECORDED: 04/21/2000