

FORM PTO-1595 (modified)

(Rev 6-93)

RE



102288459

U.S. DEPARTMENT OF COMMERCE

SHEET

Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Cross &amp; Trecker Corporation

11.14.02

2. Name and address of receiving party(ies):

Giddings & Lewis, Inc.  
142 Doty Street  
Fond du Lac, Wisconsin 53935

Additional conveying party(ies) NO

3. Nature of conveyance:

Merger

Execution Date:

September 13, 1999

Additional name(s) &amp; address(es) attached? NO

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

If this is being filed together with a new application, the execution date of the application is:

A. Patent Application Number(s):

B. Patent Number(s):

5,173,613

D335,088

Re. 33,254

Additional numbers attached? NO

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

Marshall J. Brown  
FOLEY & LARDNER  
One IBM Plaza  
330 North Wabash Avenue, Suite 3300  
Chicago, Illinois 60611-3608

6. Total number of applications/patents involved: 3

7. Total fee (37 C.F.R. § 3.41): \$120.00

Check Enclosed

☒ Charge to deposit account

8. Deposit account number: 06-1450

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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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Marshall J. Brown

11/12/02

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

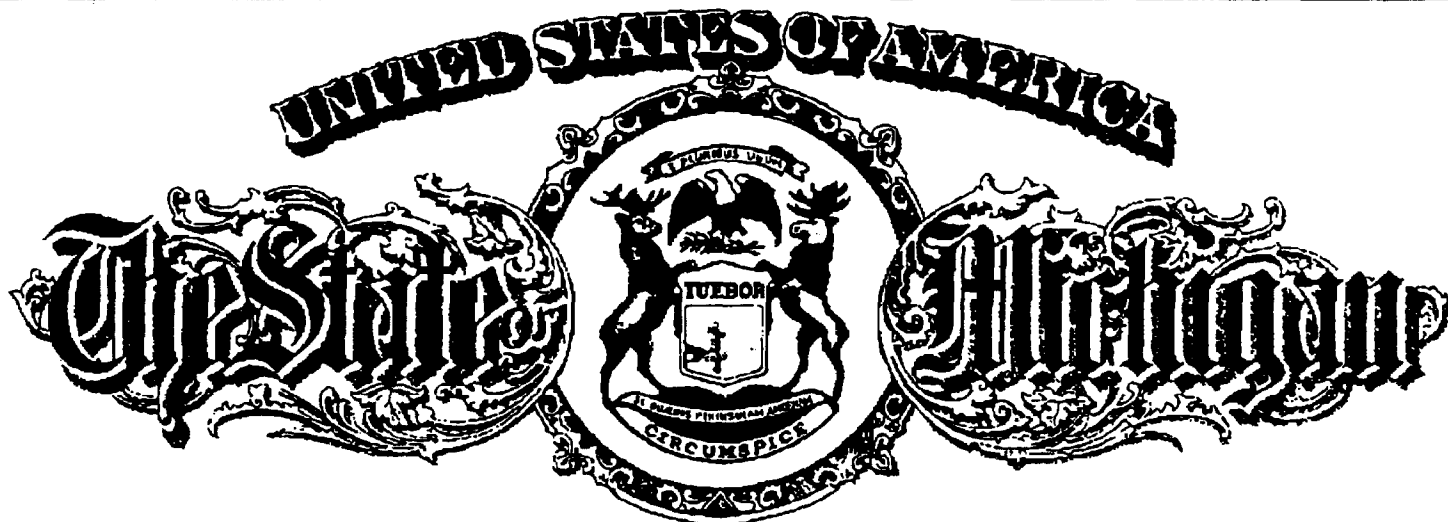
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PATENT  
REEL: 013484 FRAME: 0885



Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 15th day of September, 1999.*

*Julie Croll*

, Director

172 GOLD SEAL APPEARS ONLY ON ORIGINAL

Corporation, Securities and Land Development Bureau

**CERTIFICATE OF MERGER  
MERGING  
CROSS & TRECKER CORPORATION  
(a Michigan corporation)  
INTO  
GIDDINGS & LEWIS, INC.  
(a Wisconsin corporation)**

**FILED**

SEP 15 1999

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

Pursuant to Section 450.1735 of the Michigan Business Corporation Act, the undersigned **GIDDINGS & LEWIS, INC.**, a Wisconsin corporation (the "Surviving Corporation"), owning 100 percent of the outstanding shares of each class and series of **CROSS & TRECKER CORPORATION**, a Michigan corporation (the "Subsidiary Corporation"), adopts the following Certificate of Merger.

**FIRST:** The names of the corporations participating in the merger and the states under which they are respectively incorporated are as follows:

<u>Name of Corporation</u>	<u>State</u>
Giddings & Lewis, Inc. 623-022	Wisconsin
Cross & Trecker Corporation 006-440	Michigan

**SECOND:** This merger is permitted by the laws of the State of Wisconsin, the jurisdiction under which the Surviving Corporation is incorporated, and the plan of merger was adopted and approved by the board of directors of the Surviving Corporation in accordance with the laws of that jurisdiction.

**THIRD:** The name of the Surviving Corporation is Giddings & Lewis, Inc., and such corporation shall be governed by the laws of the State of Wisconsin.

**FOURTH:** The number of outstanding shares of the sole class of outstanding stock of the Subsidiary Corporation and the number of shares of that class owned by the parent, Surviving Corporation are as follows:

<u>Name of Subsidiary Corporation</u>	<u>Designation of Sole Class of Outstanding Stock</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares of the Sole Class Owned by the Parent Corporation</u>
Cross & Trecker Corporation	Common Stock	1,000	1,000

**FIFTH:** The Surviving Corporation agrees that it may be served with process in Michigan in any proceeding for the enforcement of any obligation of the Subsidiary Corporation.

**SIXTH:** This Certificate of Merger shall be effective, and the merger shall take effect, in accordance with the Plan of Merger, at 1:15 p.m., central time, on September 16, 1999.

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REEL: 013484 FRAME: 0887

**SEVENTH:** The Surviving Corporation appoints The Corporation Company, 30600 Telegraph Road, Bingham Farms, Michigan 48025, as its agent for service of process in any proceeding.

Dated this 13<sup>th</sup> day of September, 1999.

**GIDDINGS & LEWIS, INC.**  
**(Surviving Corporation)**

By: 

Todd A. Dillmann, Secretary

RECEIVED

SEP 15 1999

WI DEPT. OF CONSUMER & INDUSTRY SERVICES  
Corporation, Securities & Land Development Bureau

**ARTICLES OF MERGER  
MERCING  
CROSS & TRECKER CORPORATION  
(a Michigan corporation)  
INTO  
GIDDINGS & LEWIS, INC.  
(a Wisconsin corporation)**

**ARTICLES OF MERGER**, executed as of the 13<sup>th</sup> day of September, 1999, by **GIDDINGS & LEWIS, INC.**, a Wisconsin corporation (the "Surviving Corporation"), as the surviving corporation in the merger of **CROSS & TRECKER CORPORATION**, a Michigan corporation and wholly owned subsidiary of the Surviving Corporation (the "Subsidiary Corporation"), with and into the Surviving Corporation, approved in accordance with Sections 180.1104, 180.1105 and 180.1107 of the Wisconsin Business Corporation Law (the "WBCL").

**FIRST:** The Plan of Merger, as set forth in resolutions of the Board of Directors of the Surviving Corporation, is attached hereto as Exhibit A.

**SECOND:** The Board of Directors of the Surviving Corporation, in accordance with its Articles of Incorporation and Bylaws and Section 180.1104 of the WBCL, and in accordance with Section 450.1735 of the Michigan Business Corporation Act, approved and adopted such Plan of Merger and the transactions contemplated thereby on September 10, 1999.

**THIRD:** These Articles of Merger shall be effective, and the merger shall take effect, in accordance with the Plan of Merger, at 1:15 p.m., central time, on September 16, 1999.

**IN WITNESS WHEREOF**, the undersigned Surviving Corporation has executed these Articles of Merger as of the date first written above.

**CROSS & TRECKER CORPORATION**  
a Michigan corporation

By: 

Todd A. Dillmann, Secretary

**GIDDINGS & LEWIS, INC.**  
a Wisconsin corporation

By: 

Todd A. Dillmann, Secretary

*This document was drafted by, and a copy hereof should be returned to, Thomas E. Hartman of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.*

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REEL: 013484 FRAME: 0889

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
GIDDINGS & LEWIS, INC.**

**Merger of Cross & Trecker Corporation (the "Subsidiary Corporation")  
and  
Giddings & Lewis, Inc. (the "Company")**

**NOW, THEREFORE, BE IT HEREBY RESOLVED**, that the following plan of merger (the "Plan of Merger") be and it hereby is, approved by and on behalf of the Company:

(i) The name, state of incorporation, number of outstanding shares and the designation of the sole class of outstanding stock of the Company and the Subsidiary Corporation, each share of which is entitled to a vote, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Designation of the Sole Class of Outstanding Stock</u>	<u>Number of Shares</u>
Giddings & Lewis, Inc	Wisconsin	Common Stock	100
Cross & Trecker Corporation	Michigan	Common Stock	1,000

(ii) The Subsidiary Corporation shall be merged (the "Merger") with and into the Company in accordance with Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law and Sections 450.1711 and 450.1735 of the Michigan Business Corporation Act, and the Company shall be the surviving corporation of the Merger;

(iii) Upon effectiveness of the Merger, each issued and outstanding share of capital stock of the Subsidiary Corporation shall be automatically cancelled and the certificates therefor shall be surrendered and cancelled;

(iv) The Articles of Incorporation of the Company shall not be amended or restated pursuant to this Merger;

(v) The Company hereby waives the mailing requirements of Section 180.1104(3) of the Wisconsin Business Corporation Law; and

(vi) The Merger shall be effective at 1:15 p.m. central time, on September 16, 1999.

TOTAL P.06

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REEL: 013484 FRAME: 0890

Name		
Joan Randazzo - CT Corporation System		
Address		
208 South LaSalle Avenue		
City	State	Zip Code
Chicago	IL	60604

Document will be returned to the name and address you enter above

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RECORDED: 11/18/2002

PATENT  
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