

12-18-2002

FORM PTO-1595 (modified)
(Rev 6-93) R



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
R SHEET

102314439

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):
Kearney & Trecker Corporation
12-16-02
Additional conveying party(ies) **NO**

2. Name and address of receiving party(ies):
Giddings & Lewis, LLC
142 Doty Street
Fond du Lac, Wisconsin 53935
Additional name(s) & address(es) attached? **NO**

3. Nature of conveyance:
Merger
Execution Date:
October 22, 2002

4. Application number(s) or patent number(s):
B. Patent Number(s):
4,507,850 4,632,612 4,988,244
~~4,558,506~~ 4,643,037 5,028,180
4,575,918 4,699,276
4,603,485 4,759,115
4,628,441 4,784,894
Additional numbers attached? **NO**

6. Total number of applications/patents involved: **12**
7. Total fee (37 C.F.R. § 3.41): **\$480.00**
 Check Enclosed
Charge to deposit account
8. Deposit account number: **06-1450**

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

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. 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 *Marshall J. Brown* **12/9/02**

Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

12/18/2002 DBYRNE 00000016 4507850
01 FC:8021 480.00 DP
011.1114414.1

Sec. 179.77, 180.1105,
181.1105, and
183.1204 Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Kearney & Trecker Corporation
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name: Giddings & Lewis, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R08/20/02) Use of this form is voluntary

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

(Append or attach the PLAN OF MERGER. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 10/31/02 (date) at _____ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 10/22/02 (date) by the surviving business entity on behalf of all parties to the merger.

Nancy L. Hutcherson
(Signature)

Mark (X) below the title of the person executing the document.

Nancy L. Hutcherson
(Printed Name)

For a limited partnership
Title: General Partner

For a corporation
Title: President OR Secretary
or other officer title _____

For a limited liability company
Title: Member OR Manager

This document was drafted by Kevin R. Schulz, Foley & Lardner
(Name the individual who drafted the document)

INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

ARTICLES OF MERGER

[Kevin R. Schulz
Foley & Lardner
777 East Wisconsin Avenue, Suite 3800
Milwaukee, WI 53202-5367
]

Your return address and phone number during the day: (414) 297 - 5646

INSTRUCTIONS (Cont'd)

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
- 4.. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, please state, "not executed in Wisconsin."

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER entered into as of October 22, 2002, between Kearney & Trecker Corporation, a Wisconsin corporation, and Giddings & Lewis, LLC, a Wisconsin limited liability company.

WITNESSETH:

WHEREAS, one hundred percent (100%) of the issued and outstanding membership interest in Giddings & Lewis, LLC is held by ThyssenKrupp USA, Inc., a Delaware corporation;

WHEREAS, Kearney & Trecker Corporation has 6,000,000 authorized shares of common stock, \$2 par value per share, and 400,000 authorized shares of preferred stock, no par value per share, with 1,000 shares of common stock issued and outstanding;

WHEREAS, the parties have determined it to be advisable for Kearney & Trecker Corporation to merge with and into Giddings & Lewis, LLC ("Merger") pursuant to the applicable provisions of the Wisconsin Business Corporation Law and the Wisconsin Limited Liability Company Act on the terms hereinafter set forth; and

WHEREAS, the board of directors and the sole shareholder of Kearney & Trecker Corporation and the board of managers and sole member of Giddings & Lewis, LLC each have approved this Agreement and Plan of Merger and authorized the execution thereof.

PLAN OF MERGER

In consideration of the premises, the parties hereto adopt and make this Agreement and Plan of Merger and prescribe the terms and conditions of such merger and the manner of carrying the same into effect, which shall be as follows:

- 1. Effective on October 31, 2002 (the "Effective Date"), Kearney & Trecker Corporation shall be merged with and into Giddings & Lewis, LLC.**
- 2. The name of the surviving entity is Giddings & Lewis, LLC with a street address of 143 Doty Street, Fond du Lac, Wisconsin 54935.**
- 3. On the Effective Date, by virtue of the Merger and without further action or deed by or on behalf of Kearney & Trecker Corporation, Giddings & Lewis, LLC or the directors, sole shareholder, managers or sole member thereof, each share of stock of Kearney & Trecker Corporation issued and outstanding immediately prior to the Effective Date shall be cancelled, retired and shall cease to exist, with no payment being made with respect thereto, and shall not be converted into any shares of stock, membership interest, obligations, evidences of ownership, rights to purchase securities or securities of any other corporation, limited liability company or into cash or any other property. On the Effective Date, one hundred percent (100%) of the membership interest in Giddings & Lewis, LLC issued and outstanding immediately prior to the Effective Date shall be an identical issued and outstanding membership interest of the surviving limited liability company.**

4. The Managers and officers of Giddings & Lewis, LLC on the Effective Date shall continue to be the Managers and officers of the surviving entity, Giddings & Lewis, LLC thereafter, until their respective successors are duly appointed and elected.

5. The Operating Agreement of Giddings & Lewis, LLC as it exists immediately prior to the Merger shall remain in effect as the Operating Agreement of the surviving entity, Giddings & Lewis, LLC thereafter, unaffected by the Merger.

6. On the Effective Date, Kearney & Trecker Corporation shall be merged with and into Giddings & Lewis, LLC, which shall continue its existence under the laws of the State of Wisconsin. The separate existence and corporate organization of Kearney & Trecker Corporation shall cease on the Effective Date, and Giddings & Lewis, LLC shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the entities; and all property, real, personal and mixed, and all debts due on whatever account, including belonging to or due to each of the entities, shall be taken and deemed to be transferred to and vested in Giddings & Lewis, LLC without further act or deed; and the title to any real estate, or any interest therein, vested in the entities shall not revert or be in any way impaired by reason of such Merger. Giddings & Lewis, LLC shall thenceforth be responsible and liable for all the liabilities and obligations of each of the entities, and any claim existing or action or proceeding pending by or against the entities may be prosecuted to judgement as if such Merger had not taken place. Neither the rights of creditors nor any liens upon the property of either entity shall be impaired by the Merger.

7. This Agreement and Plan of Merger shall be submitted to the directors, sole shareholder, managers or sole member of each of the parties hereto in accordance with the applicable provisions of law, and the consummation of this Agreement and Plan of Merger and the merger herein provided for are conditioned upon the approval hereof by the directors, sole shareholder, managers or sole member of the respective parties as provided by law.

8. This Agreement and Plan of Merger and the Merger herein contemplated may be abandoned upon the mutual agreement of the parties at any time prior to the Effective Date. This Agreement and Plan of Merger may be amended, modified or supplemented at any time (before or after shareholder/member approval) prior to the Effective Date of the Merger with the mutual consent of the board of directors and sole shareholder of Kearney & Trecker Corporation and the board of managers and sole member of Giddings & Lewis, LLC; provided, however, that this Agreement and Plan of Merger may not be amended, modified or supplemented after it has been approved in any manner which, in the judgment of the member of Giddings & Lewis, LLC, would have a material adverse effect on the rights of the member or in any manner prohibited under applicable law.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed by their duly authorized officers, all as of the date and year first above written.

KEARNEY & TRECKER CORPORATION,
a Wisconsin corporation

By: Marsha J. Ferstman

Name: Marsha J. Ferstman

Title: Secretary

GIDDINGS & LEWIS, LLC,
a Wisconsin limited liability company

By: Nancy L. Hutcherson

Name: NANCY L. HUTCHERSON

Title: SECRETARY