

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/12/1997
CONVEYING PARTY DATA	
Name	Execution Date
ASAA, INC.	12/12/1997
RECEIVING PARTY DATA	
Name:	Lear Operations Corporation
Street Address:	21557 Telegraph Road
City:	Southfield
State/Country:	MICHIGAN
Postal Code:	48033
PROPERTY NUMBERS Total: 3	
Property Type	Number
Patent Number:	4978407
Patent Number:	D338311
Patent Number:	5439725
CORRESPONDENCE DATA	
Fax Number:	(248)358-3351
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	jrichmond@brookskushman.com
Correspondent Name:	Brooks Kushman P.C.
Address Line 1:	1000 Town Center
Address Line 2:	22nd Floor
Address Line 4:	Southfield, MICHIGAN 48075
ATTORNEY DOCKET NUMBER:	LEAR43740A
NAME OF SUBMITTER:	Jody Richmond

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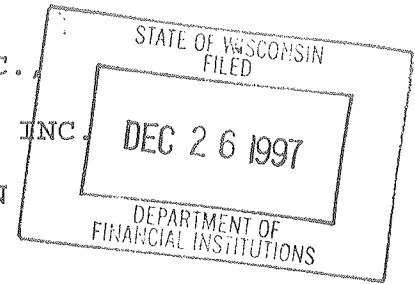
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Total Attachments: 7

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ARTICLES OF MERGER
MERGING (the "Merger")
ASAA, INC.,
CAPITOL PLASTICS OF OHIO, INC.,
AND
MASLAND SPECIALTY TECHNOLOGIES, INC.
WITH AND INTO
LEAR OPERATIONS CORPORATION



These Articles of Merger are executed by the undersigned pursuant to Sections 180.1105 and 180.1107 of the Wisconsin Business Corporation Law (the "WBCL"):

I. The name of the states of incorporation of the merging (non-surviving) corporations are ASAA, Inc. which is incorporated in the State of Wisconsin, Capitol Plastics of Ohio, Inc. which is incorporated in the State of Ohio and Masland Specialty Technologies, Inc. which is incorporated in the State of Delaware.

II. The name and state of incorporation of the surviving corporation is Lear Operations Corporation which is incorporated in the State of Delaware (the "Corporation").

III. The Agreement and Plan of Merger (the "Plan") is attached as Exhibit A to these Articles of Merger.

IV. The Plan was approved by each foreign corporation that is party to the Merger in accordance with the laws of the state under which it was incorporated.

V. The Plan was approved by each domestic corporation that is a party to the Merger in accordance with Section 180.1103 of the WBCL.

VI. This document shall have a delayed effective date of 10:59 P.M. Wisconsin time (11:59 P.M. Delaware and Ohio time) on the 31st day of December 1997.

[signature page follows]

Document Number: 246099.1A

IN WITNESS WHEREOF, the Corporation has caused these Articles of Merger to be executed by its duly authorized officer as of this 12th day of December, 1997.

LEAR OPERATIONS CORPORATION

By: 

Name: Joseph F. McCarthy
Title: Vice President,
Secretary and
General Counsel

This document was executed in
the State of Michigan.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of the 12th day of December, 1997, pursuant to Section 252 of the General Corporation Law of the State of Delaware, Sections 180.1105 and 180.1107 of the Business Corporation Law of the State of Wisconsin and Section 1701.79 of the General Corporation Law of the State of Ohio, among Lear Operations Corporation, a Delaware corporation (the "Surviving Corporation"), Masland Specialty Technologies, Inc., a Delaware corporation, ASAA, Inc., a Wisconsin corporation and Capitol Plastics of Ohio, Inc., an Ohio corporation (collectively, the "Terminating Corporations").

WITNESSETH THAT:

WHEREAS, the Boards of Directors of the Surviving Corporation and the Terminating Corporations deem it advisable and in the best interests of the stockholders of their respective corporations that the Terminating Corporations be acquired by the Surviving Corporation through the merger (the "Merger") of the Terminating Corporations with and into the Surviving Corporation pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), the Business Corporation Law of the State of Wisconsin (the "WBCL") and the General Corporation Law of the State of Ohio (the "OGCL") and in accordance with the Agreement; and

NOW THEREFORE, the corporations party to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: The Terminating Corporations shall merge themselves into the Surviving Corporation and the Surviving Corporation shall merge into itself the Terminating Corporations. The principal address of the Surviving Corporation in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801.

SECOND: The Surviving Corporation shall file the Certificate of Merger with the Delaware Secretary of State, the Certificate of Merger with the Ohio Secretary of State and the Articles of Merger with the Wisconsin Department of Financial Institutions.

THIRD: the Merger shall become effective at 11:59 P.M. Delaware and Ohio time (10:59 P.M. Wisconsin time) on the 31st day of December, 1997 (the "Effective Date").

** TOTAL PAGE.02 **

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

FIFTH: Upon the effectiveness of the Merger, and without any action on the part of the holder thereof:

(a) Each share of the 6200 shares of class A common stock, par value \$1.00, of ASAA, Inc. which shall be issued and outstanding before the Merger shall be converted into 0.0027 shares of the common stock, par value \$.01, of the Surviving Corporation ("Common Stock") (or a total of 17 shares of Common Stock in exchange for all the issued and outstanding stock of ASAA, Inc.);

(b) Each share of the 1000 shares of common stock, without par value, of Capital Plastics of Ohio, Inc. which shall be issued and outstanding prior to the Merger shall be converted into 0.133 shares of Common Stock (or a total of 133 shares of Common Stock in exchange for all the issued and outstanding stock of Capitol Plastics of Ohio, Inc.);

(c) Each share of the 100 shares of common stock, par value \$.01, of Masland Specialty Technologies, Inc. which shall be issued and outstanding prior to the Merger shall be converted into 0.83 shares of Common Stock (or a total of 83 shares of Common Stock in exchange for all the issued and outstanding stock of Masland Specialty Technologies, Inc.).

All of the outstanding shares of capital stock in each of the Terminating Corporations are entirely owned by Automotive Industries Manufacturing Inc., a Delaware corporation.

SIXTH: Upon the effectiveness of the Merger, the authorized number and par value of shares of all classes of capital stock of the Surviving Corporation immediately prior to the effectiveness of the Merger shall be the authorized number and par value of shares of the classes of capital stock of the corporation surviving the Merger from and after the Effective Date.

SEVENTH: The remaining terms and conditions of the Merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist on the Effective Date of the Merger shall be and remain the By-laws of the corporation surviving the Merger until the same shall be altered, amended or repealed as therein provided.

(b) Upon effectiveness of the Merger, the directors of the Surviving Corporation shall continue as directors of the corporation surviving the Merger until their successors shall have been duly elected and qualified as provided in the Certificate of Incorporation and By-laws of the Surviving Corporation.

(c) The officers of the Surviving Corporation shall continue in office until their successors shall have been duly elected and qualified as provided in the Certificate of Incorporation and By-laws of the Surviving Corporation.

(d) Upon the Merger becoming effective, all the property, rights, privileges, obligations, franchises, patents, trademarks, licenses, contracts, registration and other assets and obligations of every kind and description of the Terminating Corporations shall be transferred to, vested in, assumed by and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Terminating Corporations shall be as effectively the property of the Surviving Corporation as they were of the Terminating Corporations and the Surviving Corporation respectively. The Terminating Corporations agree from time to time, as and when requested by the Surviving Corporation or its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Corporation may deem desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Terminating Corporations acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Terminating Corporations and the proper officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

(e) Any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware, the filing of the Certificate of Merger with the Secretary of the State of Ohio or the filing of the Articles of Merger with the Wisconsin Department of Financial Institutions, the Agreement may be terminated by the Boards of Directors of either the Terminating Corporation or the Surviving Corporation as allowed under Section 251(d) of the DGCL, Section 1701.79(E) of the OGCL or of Section 180.1103 of the WBCL.

EIGHTH: The Surviving Corporation consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of the State of Ohio as its agent to receive process

in any proceeding in Ohio to enforce against the Surviving Corporation any obligations of the Terminating Corporation or to enforce the rights of dissenting shareholders of the Terminating Corporation. Any service received by the Secretary of State of Ohio should be forwarded to Joseph F. McCarthy, Vice President, Secretary and General Counsel of Lear Corporation, 21557 Telegraph Road, Southfield, Michigan 48086.

NINTH: The Surviving Corporation desires to transact business in the State of Ohio and therefore appoints as its designated agent to receive service of process in the State of Ohio CT Corporation System, 815 Superior Avenue, N.E., Cleveland, Ohio, 44114. The Surviving Corporation hereby irrevocably consents to service of process on such agent so long as the authority of such agent continues and to service of process upon the Secretary of the State of Ohio in the events provided for in Section 1703.19 of the OGCL. Any service received by the Secretary of State of Ohio should be forwarded to Joseph F. McCarthy, Vice President, Secretary and General Counsel of Lear Corporation, 21557 Telegraph Road, Southfield, Michigan 48086.

TENTH: This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

[signature page follows]

Document Number: 246202.3

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed and delivered by its respective officers thereunto duly authorized, all as of the day and year first written above.

LEAR OPERATIONS CORPORATION

By: 

Name: Joseph F. McCarthy
Title: Vice President, Secretary
and General Counsel

MASLAND SPECIALTY TECHNOLOGIES, INC.

By: 

Name: Frank J. Preston
Title: Chairman

MASLAND ACOUSTIC COMPONENTS, INC.

By: 

Name: Joseph F. McCarthy
Title: Vice President and Secretary

ASAA, INC.

BY: 

Name: Joseph F. McCarthy
Title: Assistant Secretary

CAPITOL PLASTICS OF OHIO, INC.

By: 

Name: Joseph F. McCarthy
Title: Secretary

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