

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/08/2000
CONVEYING PARTY DATA	
Name	Execution Date
Lectron Products, Inc.	09/08/2000
RECEIVING PARTY DATA	
Name:	Eaton Corporation
Street Address:	1111 Superior Avenue
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5515036
CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	951/781-9231
Email:	kbyrd@kmob.com
Correspondent Name:	Knobbe Martens Olson & Bear LLP
Address Line 1:	2040 Main Street
Address Line 2:	14th Floor
Address Line 4:	Irvine, CALIFORNIA 92614
ATTORNEY DOCKET NUMBER:	KM2436.1DV1C1C1
NAME OF SUBMITTER:	Russell M. Jeide
Total Attachments: 18 source=KM2436 Merger Document#page1.tif source=KM2436 Merger Document#page2.tif	

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CERTIFICATE OF MERGER
AND
ASSIGNMENT OF U.S. PATENTS

WHEREAS, Lectron Products, Inc., a Michigan corporation, is the owner of record in the U.S. Patent and Trademark Office, all right title and interest in the U.S. Patents listed below:

Patent No.	Grant Date	U.S. S/N	Filing Date	Title
4,387,788	06/14/83	341,442	01/21/82	Diaphragm Pressure Ring For Tone Generators
4,510,426	04/09/85	403,530	06/30/82	Memory Power Seat Controller
5,124,549	06/23/92	598,901	10/15/90	Automatic Headlamp Dimmer With Optical Baffle
5,182,502	01/26/93	696,1622	05/06/91	Automatic Headlamp Dimmer
5,329,206	07/12/94	969,039	10/30/92	Automatic Headlamp Dimmer Having Improved Signal Discrimination and Signal Processing
5,390,122	02/14/95	058,956	05/07/93	Method And Apparatus For Calibrating A Vehicle Compass System
4,942,393	07/17/90	199,476	05/27/88	Passive Keyless Entry System
5,319,364	06/07/94	513,900	04/24/90	Passive Keyless Entry System
5,412,379	05/02/95	885,624	05/18/92	Rolling Code For A Keyless Entry System
5,420,925	05/30/95	205,328	03/03/94	Rolling Code Encryption Process For Remote Keyless Entry System
5,515,036	05/07/96	378,945	01/26/95	Passive Keyless Entry System

WHEREAS, the said Lectron Products, Inc. has merged into Eaton Michigan

Corporation, a wholly owned subsidiary of Eaton Corporation, an Ohio corporation by Michigan Certificate of Merger filed November 16, 1994 attached hereto as Exhibit A and the said Eaton Corporation became the sole shareholder of Lectron Products, Inc. and through an Action by Written Consent of the Sole Shareholder and Director of Lectron Products, Inc. dated December 19, 1997 attached hereto as Exhibit B and the said Lectron Products, Inc. was liquidated and dissolved as evidenced by Michigan Certificate of Dissolution dated December 26, 1997 attached hereto as EXHIBIT C, whereupon the said Eaton Corporation (Assignor) is the survivor and successor in interest to the said Lectron Products, Inc.

WHEREAS, to facilitate and complete certain transactions contemplated under a Contribution Agreement dated as of the August 28, 2000 between Assignor and MDH Company, Inc., a Delaware corporation with principal offices at 1111 Superior Avenue, Cleveland, Ohio 44114 (Assignee) and in furtherance of the purposes of said Agreement this Assignment is made.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which by Assignor is hereby acknowledged, and intending to be legally bound hereby, the Assignor does hereby sell, assign, transfer and set over unto the Assignee its entire right, title and interest in and to, respectively, the Patents listed above, and any and all reissues and extensions thereof, including Assignor's right to sue for and collect damages and other recoveries for past infringement thereof; the same to be held and enjoyed by the Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by the Assignor had this assignment not been made.

And Assignor agrees that it will, upon request, execute and deliver to Assignee any and all additional papers and generally do all other and further lawful acts deemed necessary by said

Assignee to carry out the intent and purpose of this Assignment of Patents.

EXECUTED this 8th day of September, 2000.

Eaton Corporation

By: J. Robert Horst
J. Robert Horst
Title: Vice President and General Counsel

By: Earl R. Franklin
Earl R. Franklin
Title: Secretary and Associate General Counsel

STATE OF OHIO

:

SS:

:

COUNTY OF CUYAHOGA

:

The foregoing instrument was acknowledged before me in the City of Cleveland, this 8th day of September, 2000, by J. Robert Horst, Vice President and General Counsel and Earl R. Franklin, Secretary and Associate General Counsel of Eaton Corporation, a Ohio corporation, on behalf of the corporation.

Roger A. Johnston
Notary Public

ROGER A. JOHNSTON, Attorney at Law
Notary Public My Commission Expires: 09-01-2002
My commission has no expiration date. Section 147.04 B.C.
ROGER A. JOHNSTON, Attorney at Law
Notary Public - State of Ohio
My commission has no expiration date. Section 147.04 B.C.

(Notarial Seal)

Assignment Letter to MDH Codes

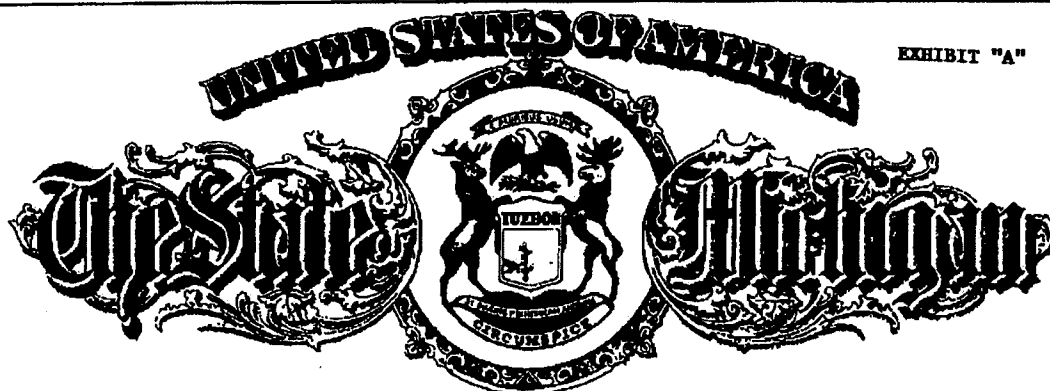


EXHIBIT "A"

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 8th day of September, 2000.

, Director

Corporation, Securities and Land Development Bureau

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NOV 16 1994

C&S-550 Michigan Dept. of Commerce
Corporation & Securities Bureau

944 G# 3667 1110 040-218 25.00

944ENS128 1117 ORGW1 \$25.00

FILED

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CERTIFICATE OF MERGER

For use by Domestic or Foreign Corporations

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau



Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporations execute the following Certificate:

The Plan of Merger is as follows:

- a. The name of each constituent corporation and its corporation identification (CID) is:

Lectron Products, Inc. (008-747)

Eaton Michigan Corporation (178-685)

- b. The name of the surviving (new) corporation and its corporation identification number (CID) is:

Lectron Products, Inc. (008-747)

- c. For each constituent stock corporation, state:

<u>Name of corporation</u>	<u>Designation and number of outstanding shares in each class or series</u>	<u>Indicate class or series of shares entitled to vote</u>	<u>Indicate class or series entitled to vote as a class</u>
Lectron Products, Inc.	913,935 Common Shares, \$1.00 par value	Common Shares, \$1.00 par value	None
Eaton Michigan Corporation	100 Common Shares, \$1.00 par value	Common Shares, \$1.00 par value	None

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

N/A

R
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d. For each constituent nonstock corporation

- (i) if it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of members.

N/A

- (ii) if it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of the directors.

N/A

- e. The terms and conditions of the proposed merger including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving corporation, or into cash or other consideration, are as follows:

See Attachment A.

- f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to the Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

See Attachment B.

- g. Other provisions with respect to the merger (consolidation) are as follows:

A copy of the Agreement and Plan of Merger dated as of November 4, 1994 among each of the constituent corporations and Eaton Corporation, an Ohio corporation, will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

2. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of: N/A

the jurisdiction under which: N/A

is organized and the plan of merger (consolidation) was adopted by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. This date must be no more than 90 days after receipt of this document in this office).

The merger (consolidation) shall be effective on the ____ day of _____, 19__.

4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger was approved by the unanimous consent of the incorporators of N/A, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of N/A, the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.

c. (For profit corporation)

The plan of merger was adopted by the Board of Directors of the following constituent corporations:

Lectron Products, Inc.

Eaton Michigan Corporation

and was approved by the shareholders of those corporations in accordance with Section 703a.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors:

- (i) (Complete if organized upon a stock or membership basis) of N/A and was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.
- (ii) (Complete if organized upon a directorship basis) of N/A in accordance with Section 703(3).

IN WITNESS WHEREOF, the undersigned constituent corporations have caused this Certificate of Merger to be executed by the duly authorized officers as of November 15, 1994.

LECTRON PRODUCTS, INC.

By: *Harold H. Wright*

Name: *Harold H. Wright*

Title: *VICE PRESIDENT & TREASURER*

EATON MICHIGAN CORPORATION

By: *E. R. Franklin*

Name: *E. R. Franklin*

Title: *Vice President and Secretary*

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and Zip code.

Gregory A. Smith, Esq.
Thompson, Hine and Flory
1100 National City Bank Bldg.
Cleveland, Ohio 44114

Name of person or organization remitting fees:

*Dickinson, Wright,
Moon, Van Dusen &
Freeman*

Preparer's name and business telephone number:

*Gregory A. Smith, Esq.
Thompson, Hine & Flory
1100 National City Bank
Bldg., (216) 566-5653*

ATTACHMENT A



At the time at which the Certificate of Merger is filed with the Department of Commerce of the State of Michigan (the "Effective Time"), by virtue of the merger of Eaton Michigan Corporation ("Merger Sub"), a Michigan corporation wholly-owned by Eaton Corporation, an Ohio corporation ("Eaton Corporation"), with and into Lectron Products, Inc., a Michigan corporation (the "Company" and, following the Effective Time, the "Surviving Corporation"), and without any action on the part of the Company or the holders of the capital stock of the Company:

(a) Conversion of Company Common Shares. Each common share, \$1.00 par value per share, of the Company (a "Company Common Share"), issued and outstanding immediately prior to the Effective Time (other than any Company Common Shares canceled pursuant to the following paragraph) shall cease to be outstanding and shall become and be converted into the right to receive 1.7506715 common shares, \$.50 par value per share, of Eaton Corporation ("Eaton Corporation Common Shares").

(b) Cancellation of Treasury Stock and Other Company-Owned Stock. Each Company Common Share held in the treasury of the Company and each Company Common Share, if any, owned by any company subsidiary, immediately prior to the Effective Time will be canceled and retired without any conversion thereof or payment of any consideration therefor and will cease to exist.

(c) Common Shares of Merger Sub. Each Common Share of Merger Sub issued and outstanding immediately prior to the Effective Time will be converted into one validly issued, fully paid, and nonassessable common share, \$1 par value per share, of the Surviving Corporation ("Surviving Corporation Common Shares") and will thereafter constitute all of the issued and outstanding shares of the capital stock of the Surviving Corporation. Each certificate evidencing Common Shares of Merger Sub will continue to evidence ownership of the Surviving Corporation Common Shares.

(d) Adjustments to Exchange Ratio. The Exchange Ratio will be adjusted to reflect the effect of any stock split, reverse stock split, stock dividend (including any dividend or distribution of securities convertible into Eaton Corporation Common Shares or Company Common Shares), recapitalization, or other like change with respect to Eaton Corporation Common Shares or the Company Common Shares occurring after the date of this Agreement and prior to the Effective Time.

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(e) Fractional Shares. No fraction of any Eaton Corporation Common Share will be issued in the Merger, but, in lieu thereof, each holder of Company Common Shares who would otherwise be entitled to a fraction of an Eaton Corporation Common Share (after aggregating all fractional Eaton Corporation Common Shares to be received by the holder) will be entitled to receive from Eaton Corporation an amount of cash (rounded to the nearest whole cent) equal to the product of (i) the fraction multiplied by (ii) the average of high and low sales price of one Eaton Corporation Common Share as reported by the New York Stock Exchange, Inc. for composite transactions on the last trading day immediately preceding the date of the Effective Time. No interest will be paid or accrued on the cash in lieu of fractional shares.



ATTACHMENT B
RESTATED ARTICLES
of
INCORPORATION
of
LECTRON PRODUCTS, INC.

These Restated Articles of Incorporation of Lectron Products, Inc. (the "Corporation") were duly adopted in accordance with Section 450.1642 of the Business Corporation Act of Michigan at a Special Meeting of the shareholders of the Company on November 15, 1994 to approve the merger (the "Merger") of the Corporation with Eaton Michigan Corporation, a Michigan corporation and wholly-owned subsidiary of Eaton Corporation, an Ohio corporation ("Eaton"), pursuant to an Agreement and Plan of Merger, dated as of November 4, 1994 by and among the Corporation, Merger Sub and Eaton (the Merger Agreement") and to approve the transactions contemplated by the Merger Agreement, by the affirmative vote of a majority of the outstanding shares entitled to vote thereon:

ARTICLE I

The name of the Corporation is: Lectron Products, Inc.

ARTICLE II

The purpose or purposes for which the Corporation is formed is to engage in any activity within the purposes for which a corporation may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares are 100 common shares, par value \$1 each.

ARTICLE IV

The address of the registered office is 30600 Telegraph Road, Bingham Farms, Michigan 48025. The name of the resident agent at the registered office is The Corporation Company.

ARTICLE V

When a compromise or arrangement of a plan of reorganization of this corporation is proposed between this

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corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE VI

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consent shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND DIRECTORS
OF
LECTRON PRODUCTS, INC.

Pursuant to the provisions of Sections 450.1525 and 450.1407 of the Michigan General



Corporation Law, the undersigned, being the sole Shareholder and all the Directors of Lectron Products, Inc., a Michigan corporation (the "Corporation"), do hereby take and adopt the following action by their unanimous written consent.

WHEREAS, it would be in the best interest of the Corporation and its sole Shareholder to liquidate and dissolve the Corporation.

NOW, THEREFORE, the undersigned approve and adopt the following resolutions, to wit:

RESOLVED, that the Corporation elects to dissolve and hereby adopts a plan of complete liquidation pursuant to and in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the Corporation shall terminate its business and all of its assets shall be distributed to its sole Shareholder less assets retained to meet claims;

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to sell any and all of the assets of the Corporation on the terms and conditions, and for such consideration, that the officers deem reasonable or expedient. Any instruments that are necessary to transfer title to such assets shall be executed by the President or any other officer or officers of the Corporation;

RESOLVED FURTHER, that the officers of this Corporation are authorized and directed to wind up the Corporation's affairs and pay or discharge all liabilities of the Corporation, or make adequate provision therefore, and that after the provision for, or payment of, the known debts and liabilities of the Corporation, to distribute, convey and assign all of its remaining assets, in cash and/or in kind, to its sole Shareholder in redemption and cancellation of all of the outstanding capital stock of the Corporation, and to take any and all steps necessary and appropriate to complete such distribution or assignment. Any and all documents and instruments necessary and appropriate to complete such distribution or assignment shall be executed by the President or any other officer or officers of the Corporation;

RESOLVED FURTHER, that the President or any other officer or officers of the Corporation are hereby authorized and directed to execute

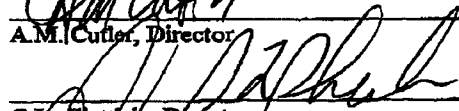
all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Corporation or on behalf of the Corporation, including U.S. Treasury Department Form 966; and

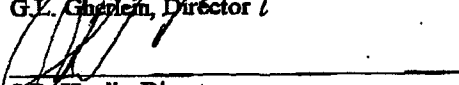
RESOLVED FURTHER, that the officers and Directors are hereby empowered, authorized and directed to carry out the provisions of these resolutions and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the sole Shareholder under the plan adopted.

This Consent resolution may be executed in multiple, identical counterparts, all of which when taken together shall constitute a single document.

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and all the Directors of Lectron Products, Inc., have hereunto set their hands this 19th day of December, 1997.


A.M. Cuflet, Director


G.L. Chertien, Director


S.R. Hardis, Director

EATON CORPORATION,
Sole Shareholder

By: 
William F. Hogsett
Its: Counsel-Operation

ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND DIRECTORS
OF
LECTRON PRODUCTS, INC.



Pursuant to the provisions of Sections 450.1525 and 450.1407 of the Michigan General Corporation Law, the undersigned, being the sole Shareholder and all the Directors of Lectron Products, Inc., a Michigan corporation (the "Corporation"), do hereby take and adopt the following action by their unanimous written consent.

WHEREAS, it would be in the best interest of the Corporation and its sole Shareholder to liquidate and dissolve the Corporation.

NOW, THEREFORE, the undersigned approve and adopt the following resolutions, to wit:

RESOLVED, that the Corporation elects to dissolve and hereby adopts a plan of complete liquidation pursuant to and in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the Corporation shall terminate its business and all of its assets shall be distributed to its sole Shareholder less assets retained to meet claims;

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to sell any and all of the assets of the Corporation on the terms and conditions, and for such consideration, that the officers deem reasonable or expedient. Any instruments that are necessary to transfer title to such assets shall be executed by the President or any other officer or officers of the Corporation;

RESOLVED FURTHER, that the officers of this Corporation are authorized and directed to wind up the Corporation's affairs and pay or discharge all liabilities of the Corporation, or make adequate provision therefore, and that after the provision for, or payment of, the known debts and liabilities of the Corporation, to distribute, convey and assign all of its remaining assets, in cash and/or in kind, to its sole Shareholder in redemption and cancellation of all of the outstanding capital stock of the Corporation, and to take any and all steps necessary and appropriate to complete such distribution or assignment. Any and all documents and instruments necessary and appropriate to complete such distribution or assignment shall be executed by the President or any other officer or officers of the Corporation;

RESOLVED FURTHER, that the President or any other officer or officers of the Corporation are hereby authorized and directed to execute

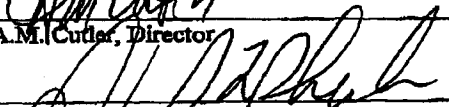
all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Corporation or on behalf of the Corporation, including U.S. Treasury Department Form 966; and

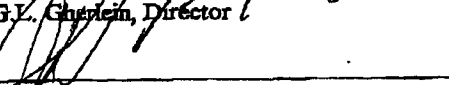
RESOLVED FURTHER, that the officers and Directors are hereby empowered, authorized and directed to carry out the provisions of these resolutions and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the sole Shareholder under the plan adopted.

This Consent resolution may be executed in multiple, identical counterparts, all of which when taken together shall constitute a single document.

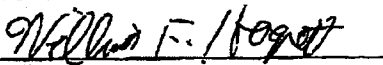
IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and all the Directors of Lectron Products, Inc., have hereunto set their hands this 19th day of December, 1997.


A.M. Cutler, Director


G.L. Gherlein, Director


S.R. Hardis, Director

EATON CORPORATION,
Sole Shareholder

By: 
William F. Hogsett
Its: Counsel-Operation



Lansing, Michigan

This is to Certify That

LECTRON PRODUCTS, INC. was incorporated as a Michigan profit corporation on March 31, 1970.

I FURTHER CERTIFY that a Certificate of Dissolution was filed on December 26, 1997.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 31st day of August, 2000.

John R. Meltz, Director
 Corporation, Securities and Land Development Bureau

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