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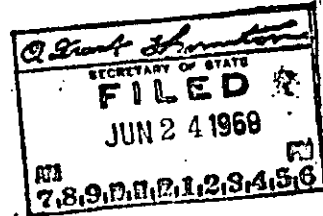
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OLLIE FARNSWORTH  
R.M.C.

AGREEMENT OF MERGER

MERGING

AMERICAN MONORAIL COMPANY  
(A corporation of the State of Ohio)



INTO

EATON YALE & TOWNE INC.  
(A corporation of the State of Ohio)

This Agreement made this 14th day of June, 1968, by and between EATON YALE & TOWNE INC., a corporation duly organized and existing under and by virtue of the Laws of the State of Ohio, with its principal office located in the City of Cleveland, Cuyahoga County, Ohio, and AMERICAN MONORAIL COMPANY, a corporation duly organized and existing under and by virtue of the Laws of the State of Ohio, with its principal office located in the City of Euclid in Cuyahoga County, Ohio.

WITNESSETH:

WHEREAS, all of the issued and outstanding shares of AMERICAN MONORAIL COMPANY are owned by EATON YALE & TOWNE INC., and

WHEREAS, the respective Boards of Directors of said corporations deemed it advisable to the end that greater efficiency and economy of management may be accomplished and

Date JUL 28 1969

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

*O. Grant Hamilton*  
SECRETARY OF STATE OF SOUTH CAROLINA

(Continued on next page)

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