

MERGER AGREEMENT

THIS MERGER AGREEMENT (this "Agreement") dated as of July 23, 1982, between TRW INC. ("TRW"), an Ohio corporation, and CONTROL CONCEPTS, INC. ("CCI"), a Pennsylvania corporation.

WITNESSETH:

WHEREAS TRW is a corporation duly organized and validly existing in good standing under the laws of the State of Ohio with its principal corporate offices and its registered office in the State of Ohio at 23555 Euclid Avenue, Euclid, Cuyahoga County, Ohio, and is qualified to do business as a foreign corporation under the laws of the Commonwealth of Pennsylvania;

WHEREAS CCI is a corporation duly organized and validly existing in good standing under the laws of the Commonwealth of Pennsylvania with its principal corporate offices and its registered office in the Commonwealth of Pennsylvania at Terry Drive, Newtown Industrial Commons, Newtown, Bucks County, Pennsylvania;

WHEREAS the authorized capital stock of CCI consists solely of 1,000,000 shares of a single class of capital stock ("CCI Stock") having a par value of ten cents (\$.10) per share, of which 594,750 shares are issued and outstanding;

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WHEREAS TRW owns all of the issued and outstanding shares of CCI Stock;

WHEREAS TRW and CCI deem it advisable and in the mutual best interests of both parties that CCI be merged with and into TRW on the terms herein provided;

WHEREAS the Executive Committee of TRW (the "Committee"), acting pursuant to authority granted the Committee under the second paragraph of Article II, Section 4, of TRW's Regulations, has duly approved the Plan of Merger (as hereinafter defined) and this Agreement pursuant to Section 1701.80(C)(1) of the Ohio Revised Code, which section provides in part that this Agreement need not be adopted by the shareholders of TRW, and in accordance with Section 902.D of the Pennsylvania Business Corporation Law;

WHEREAS the directors of CCI have duly approved the Plan of Merger and this Agreement pursuant to Section 902.A of the Pennsylvania Business Corporation Law and in accordance with Section 1701.78(I) of the Ohio Revised Code; and

WHEREAS TRW, acting in its capacity as the sole shareholder of CCI, has approved the Plan of Merger and this Agreement pursuant to Section 902.C of the Pennsylvania Business Corporation Law and in accordance with Section 1701.78(I) of the Ohio Revised Code;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration had and received, and intending

to be legally bound hereby, the parties hereby confirm the following Plan of Merger and agree as follows:

#### Article 1

##### Plan of Merger

The plan of merger (the "Plan of Merger") is as follows: On the Effective Date, CCI will be merged with and into TRW pursuant to Section 1701.80 of the Ohio Revised Code and Section 901.B of the Pennsylvania Business Corporation Law. The terms and conditions of the merger (the "Merger") and the mode of carrying the same into effect will be as set forth in this Agreement.

#### Article 2

##### Effective Date

The Merger will be deemed effective at 11:59 p.m. (Eastern Daylight Time) on July 30, 1982, or, if later, at 11:59 p.m. (Eastern Daylight Time) on the date all of the filings set forth in Section 4.1 hereof shall have been made (the "Effective Date").

#### Article 3

##### Effect of the Merger

3.1 Generally: Upon the Merger, TRW and CCI will become a single corporation. TRW will be the corporation surviving the Merger. The effect of the Merger on the assets, property, rights,

privileges, immunities, powers, franchises, authority, and obligations of CCI immediately prior to the Merger will be those provided by applicable law, including, without limitation, Section 1701.82(A) of the Ohio Revised Code and Section 907 of the Pennsylvania Business Corporation Law.

3.2 Effect on Surviving Corporation: The Merger will not have the effect of changing in any manner --

- (a) the corporate name of TRW;
- (b) the jurisdiction of TRW's incorporation;
- (c) the location of TRW's principal corporate offices or registered office in the State of Ohio;
- (d) the Amended Articles of Incorporation or Regulations of TRW;
- (e) the persons serving as Directors or officers of TRW or their respective terms of office; or
- (f) the classes of shares of TRW, the number of shares of each such class authorized, issued, or outstanding, or rights appertaining unto such shares;

all of which will continue in full force and effect following the Merger as and to the extent the same exist immediately prior to the Merger, until the same shall be duly changed in accordance with law.

3.3 Effect on Merging Corporation: Upon the Merger, without further act or deed,

- (a) the separate existence of CCI will cease;
- (b) the Amended Articles of Incorporation and By-Laws of CCI will cease having any force or effect;
- (c) persons serving as directors and officers of CCI will cease serving in those capacities except as and to the extent necessary or appropriate in order to carry out the Merger; and
- (d) shares of CCI Stock will cease having any rights or obligations with respect to CCI and will be deemed to be fully extinguished and cancelled.

#### Article 4

##### Miscellaneous

4.1 Actions following Execution: Following execution and delivery of this Agreement, TRW and CCI will cooperate in taking all actions necessary or appropriate to carry out the Merger, including, without limitation, the following:

- (a) filing of a certificate with the Secretary of State of Ohio pursuant to Section 1701.81 of the Ohio Revised Code; and
- (b) filing of articles of merger with the Department of State of Pennsylvania pursuant to Section 905 of the Pennsylvania Business Corporation Law.

4.2 Counterparts: This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original without production of the others.

4.3 Governing Law: This Agreement shall be governed by the internal substantive laws of the State of Ohio, except where the laws of another jurisdiction mandatorily apply.

IN WITNESS WHEREOF, TRW INC. and CONTROL CONCEPTS, INC., have caused this Merger Agreement to be executed by their respective duly authorized officers, and their respective seals to be hereunto affixed and attested, all as of the date first above written.

TRW INC.

[Corporate Seal]

By *Cliff Allen*  
Vice President

Attested:

By *Charles E. Emick*  
Assistant Secretary

CONTROL CONCEPTS, INC.

[Corporate Seal]

By *James S. Remick*  
President

Attested:

By *James C. Bays*  
Secretary

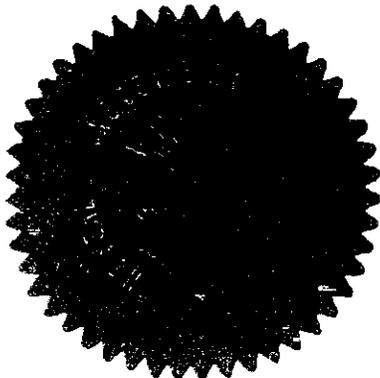
UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE. }

I, SHERROD BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an ex-  
emplified copy, carefully compared by me with the original record now in my official  
custody as Secretary of State, and found to be true and correct, of the

Certificate of AGREEMENT OF MERGER OF CONTROL CONCEPTS, INC., an  
unqualified Pennsylvania corporation, merging into: TRW INC.,  
survivor of said merger, an Ohio corporation, Charter No. 40406  
was

filed in this office on the 6th day of August A.D. 1982  
and recorded on ~~(in)~~ Roll ~~(Volume)~~ F116, Frame ~~(Page)~~ 0833 of  
the Records of Incorporations.



WITNESS my hand and official seal at  
Columbus, Ohio, this 25th day  
of July A.D. 19 88

Sherrod Brown

SHERROD BROWN  
Secretary of State

Rec'd & Filed 116 08 1888

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Rec'd & Filed