Filing fee: \$10.00

APPLICATION FOR CERTIFICATE OF WITHDRAWAL OF

The Bendix Corporation

M9M948

To the Se	cretary o	of State	
of th	e State o	f Rhode	Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned The Bendix Corporation, a Delaware Corporation, hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is _____ The Bendix Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is Allied Corporation, P.O. Box 4000R, Morristown, New Jersey 07960

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of

Shares

Class

Series

Par Value per Share or Statement that or Statement that Shares are without Par Value

None (The Bendix Corporation was merged out of existence on April 1, 1985)

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares Class None

Par Value per Share or Statement that Shares are without Par Value

01/29/86

Series

(P.I. - 2122 - 12/4/75)

NINTH: The amount of its stated capital as of this date is \$ -0
TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated December 6 , 1935

THE BENDIX CORPORATION

By Donald R. Kayser
Senior Vice President and Chief Financial Officer

and Chief Financial Officer

STATE OF NEW JERSEY)

SS.:

Addrew B. Samet
Secretary

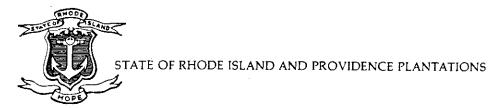
At Morris Township in said county on the Atlanta day of

At Morris Township in said county on the day of Micentel , 1985, before me personally appeared Donald R. Kayser, who being by me first duly sworn, declared that he is the Senior Vice President and Chief Financial Officer of The Bendix Corporation, that he signed the foregoing document as such Senior Vice President and Chief Financial Officer of the corporation, and that the statements therein contained are true.

Notary Public

(NOTARIAL SEAL)

MARIE D. LEONARD NOTARY PUBLIC OF NEW JERSEY My Commission Expires July 25, 1989



Department of Administration DIVISION OF TAXATION 289 Promenade Street Providence, R. I. 02908

September 10, 1985

TO WHOM IT MAY CONCERN

Re: The Bendix Corporation.

It appears from our records that the above-named corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

Very truly yours,

R. Gary Clark Tax Administrator

James J. Cimino Chief Revenue Agent Corporations