

0000138

82806

Buchanan, Michigan 49107
616-695-6831 FAX: 616-695-1304



January 8, 1992

Ms. Mary McAuliffe (SCS-TUB-3)
U.S. EPA, Region V
230 South Dearborn Street
Chicago, IL 60604

Re: Electro-Voice, Inc. Response to U.S. EPA 104(e)
Request for Information

Dear Mary:

Enclosed are the separate responses to the numbered requests 1-9. I am in the process of reproducing documents which were submitted by Electro-Voice, Inc. in response to the U.S. EPA 104(e) request in 1987. I will forward these within 10 days. Also, I have been unable to find a copy of our "Articles of Incorporation" and have initiated a search with Corporate Council and hope to forward a copy to you under separate cover within 10 days.

Please note that Electro-Voice, Inc. is asserting a confidentiality claim for our response to Request #8. These documents, labeled "Profit and Loss" and "Balance Sheets" indicate the financial performance and position of Electro-Voice, Inc. The conveyance of this information to the public, including our competitors, could seriously injure our competitive position. Would you please assure the necessary procedures for keeping these documents labeled "Company Confidential", confidential.

If you should have any questions concerning Electro-Voice, Inc.'s responses to this request, please contact me.

Sincerely,

Ronald M. Graham
Vice President

RMG:jac
010892.1

Enclosures



a MARK IV company

January 6, 1992

Response to Request #1

- a. Ronald M. Graham - Vice President - Mark IV Audio, Inc.
602 Cecil St.
Buchanan, MI 49107
- b. Robert D. Pabst - Former President - Electro-Voice, Inc.
600 Cecil St.
Buchanan, MI 49107
- Presently President - Mark IV Audio, Inc.
602 Cecil St.
Buchanan, MI 49107
- c. James Tumbleson - Former Plant Manager - Electro-Voice, Inc.
600 Cecil St.
Buchanan, MI 49107
- d. David J. Calverley - Attorney - Lippes, Silverstein,
Mathias & Wexler
700 Guaranty Bldg.
28 Church St.
Buffalo, NY 14202
- e. William H. Merrill - Attorney - Varnum, Riddering,
Schmidt & Howlett
171 Monroe Ave., N.W.
Suite 800
Grand Rapids, MI 49503
- f. Kenneth Wiley - Consultant - Fishbeck, Thompson
Carr & Huber
6090 E. Fulton
Ada, MI 49301
- g. Frederick Cook - Vice President - Mark IV Industries, Inc.
1 Towne Centre
501 John James Audubon Pkw
Amherst, NY 14226-0810
- h. Harry Bradley - Vice President, Finance - Electro-Voice, Inc.
600 Cecil St.
Buchanan, MI 49107
- i. John Bolstetter - Vice President - Mark IV Audio, Inc.
602 Cecil St.
Buchanan, MI 49107



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Continued Response to Request #1

- a. Vice President of respondent company with various management duties including the management of the environmental and legal affairs.
- b. Former President of respondent company and is presently President of Mark IV Audio, Inc. of which the respondent company is a subsidiary. Mr. Pabst has responsibility for the overall management of all Mark IV Audio, Inc. subsidiaries and divisions worldwide.
- c. Former Plant Manager of the Electro-Voice, Inc. Buchanan, Michigan facility. Mr. Tumbleson had operations management responsibility for the Electro-Voice, Buchanan manufacturing plant.
- d. Company retained legal counsel for environmental and other matters.
- e. Company retained legal counsel for environmental matters.
- f. Project Manager for environmental contractor retained to perform remedial investigation, feasibility study and related matters for EV Superfund Project.
- g. Executive Vice President for parent company, Mark IV Industries, Inc. Responsible for preparation of all income tax documents for Mark IV Industries, Inc.
- h. Vice President, Finance for Electro-Voice, Inc. Responsible for all accounting functions and reporting for Electro-Voice, Inc.
- i. Vice President for Mark IV Audio, Inc. Responsible for consolidation of financial reports, including Electro-Voice, Inc.



January 6, 1992

Response to Request #2

All documents consulted, examined or referred to in the preparation of the answers to these Requests are included as part of the response. Documents which were submitted with Electro-Voice, Inc.'s previous 104(E) response dated August 28, 1987 are presently being reproduced and will be forwarded within the next 10 days.



a MARK IV company

Electro-Voice, Inc.

500 Cedar Street
Buchanan, Michigan 49107
616-695-6831 FAX: 616-695-1304

January 6, 1992

Response to #3

Electro-Voice, Inc. does not have reason to believe that there may be persons other than those previously identified who could furnish any additional information.



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January 6, 1992

Response to Request #4

Ronald M. Graham 15478 Durham Way Granger, IN 46530	Vice President	1980 - Present
James M. Tumbleson Gardner Road Galien, MI 49113	Plant Manager	1970 - 1986
Donald Stanfield 2175 S. Redbud Trail Niles, MI 49120	Quality Control Mgr.	1966 - Present
Robert Murphy P.O. Box 1287 Pigeon Forge, TN 37863	Asst. Plant Mgr. EV	
Albert Kahn Old Carter Town Road Sevierville, TN 37862	President, Owner of EV	1929 - 1966
John Wregglesworth 8046 Springwater Drive Indianapolis, IN 46256	Maintenance Supervisor	1955 - 1974



a MARK IV company

NOTARIZED CERTIFICATE

I, Ronald M. Graham, having been duly sworn and being of legal age, hereby state:

1. I am the person authorized by Electro-Voice, Incorporated to respond to the Environmental Protection Agency's (EPA's) Request for Information concerning the Electro-Voice, Inc. Site, located at 600 Cecil Street, in Buchanan, Michigan.
2. I have made a complete and thorough review of all documents, information, and sources currently available relevant to the Request.
3. I hereby certify that the attached response to EPA's Request is, to the best of my knowledge, complete and contains all information and documents responsive to the Request. I hereby acknowledge the obligation of Electro-Voice, Incorporated to supplement and/or update this information.

Ronald M. Graham
(Signature)

Ronald M. Graham
(Print Name)

Vice President
(Title)

Subscribed and sworn to me this 6th day of
January, 1992.

(SEAL) Janet Ann Cooper
Notary Public

My commission Expires: 8/24/92

My address is:

4792 E. Riverside Rd.
Buchanan, Michigan 49107



January 6, 1992

Response to Request #5

Attached is a listing of Insurance Policies which were in effect at various times from 1946 to 1988. The amount of coverage for the various policies has not been determined at this time. We have not found copies of all listed policies. To the best of our knowledge, the listed policies did not contain a "pollution exclusion" clause until after 1985. The listed policies did cover sudden and accidental accidents. Whether or not the policies covered non-sudden accidents, is a subject of dispute.



a MARK IV company

INSURANCE CARRIERS

1. **CIGNA PROPERTY & CASUALTY COMPANIES**
ATTENTION: KATHY THOMPSON, RES OFFICE
FILE NO : 717L753597-9
POLICY # : Comprehensive General Liability Policy
LAB 21640
March 1, 1968 - March 1, 1969
8755 W. Higgins Road
Suite 860
Chicago, IL 60631
(312) 380-8389

P.O. Box 8154
Park Ridge, IL 60068-8154

2. **FIREMEN'S INSURANCE CO.**
CONTINENTAL INSURANCE CO.
POLICY #s: All Risks Insurance Policy
26927-26928
March 1, 1966 - March 1, 1969
180 Maiden Lane
New York, NY 10038

3. **GOVERNMENT UNION INSURANCE COMPANIES**
ATTENTION: EDWARD ALBANESE, CLAIM CONSULTANT
ENVIRONMENTAL ISSUES
POLICY #s: CLF 13-3625-56
F 13-3625-59
March 1, 1963 - March 1, 1965
One Beacon Street
Boston, MA 02108

4. **THE HARTFORD**
ATTENTION: TIMOTHY M. BATTERSBY, CLAIM REPRESENTATIVE
FILE NO. : 433 LP 02597
POLICY #s: Comprehensive General Liability Policy
80 C 239621
83 C 509371
March 1, 1966 - March 1, 1968
Grand Rapids Regional Office
The Hartford Building
3949 Sparks Drive, S.E.
Grand Rapids, MI 49506
(616) 942-5500

5. **KEMPER GROUP**

ATTENTION: NANCY P. BRYNE, ENVIRONMENTAL CLAIM EXAMINER
POLICY NO: Comprehensive General Liability Policy
5YL446611

March 1, 1955 - March 1, 1958

Long Grove, IL 60049-0001
(312) 540-3898

6. **LIBERTY MUTUAL**

ATTENTION: RONALD FLOWERS, CLAIMS TECHNICAL SPECIALIST
FILE NO. : P832-19895-01

POLICY #s: Comprehensive General Liability Policies

LP 1041-204796-28

LP 141-204796-20

March 1, 1956 - March 1, 1963

LP 141-054642-025

March 1, 1965 - March 1, 1966

Robinson Plaza II, Route 60

Robinson Township

Pittsburgh, PA 15205

(412) 787-7375

7. **ZURICH-AMERICAN INSURANCE GROUP**

ATTENTION: STEVEN P. HUNCKLER, HO SENIOR CLAIMS
SPECIALIST/ENVIRONMENTAL

FILE NO. : 910-50998

The Zurich Building

1974 - 1985

231 N. Martingale Road

\$1,000,000

Schaumburg, IL 60196

(312) 843-6065

EXCESS COVERAGE POLICIES

<u>COMPANY</u>	<u>TERM</u>	<u>POLICY</u>
Home	3/18/69-72	HEC 9729110
Home	3/1/72-75	HEC 4344705
Aetna	3/1/75-78	01XS2215 WCA
Mission	3/1/78-79	M840591
Mission	3/1/79-80	M848187
Mission	3/1/80-81	M848187
Mission	3/1/81-82	M848187
Mission	3/1/82-83	M885477
Mission	3/1/83-84	MN016322
Hartford	3/1/84-85	10HUVR2509

D/401

January 6, 1992

Response to Request #6

Available financial documents are supplied in response to Request #8.

Electro-Voice, Inc. has not filed any financial documents, including income tax returns, with the Federal Internal Revenue Service for the last five years as its results of operations were included in the income tax returns of its parent company, Mark IV Industries, Inc.

Electro-Voice, Inc.'s unaudited internal balance statements are included in response to Request #8 and adequately reflect the financial status of Electro-Voice, Inc.



a MARK IV company

January 6, 1992

Response to Request #7

Attachment: a. By-Laws of Electro-Voice, Inc.
b. Articles of Incorporation will be forwarded under separate cover within 10 days.



a MARK IV company

BY-LAWS
OF
ELECTRO-VOICE, INCORPORATED

ARTICLE I
STOCKHOLDERS

1. CERTIFICATES REPRESENTING STOCK.

Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of, the corporation by the Chairman or Vice-Chairman of the Board of Directors, if any, or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation certifying the number of shares owned by him in the corporation. If such certificate is countersigned by a transfer agent other than the corporation or its employee or by a registrar other than the corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of any lost, stolen, or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate.

2. FRACTIONAL SHARE INTERESTS.

The corporation may, but shall not be required to, issue fractions of a share. In lieu thereof it shall either pay

in cash the fair value of fractions of a share, as determined by the Board of Directors, to those entitled thereto or issue scrip or fractional warrants in registered or bearer form over the manual or facsimile signature of an officer of the corporation or of its agent, exchangeable as therein provided for full shares, but such scrip or fractional warrants shall not entitle the holder to any rights of a stockholder except as therein provided. Such scrip or fractional warrants may be issued subject to the condition that the same shall become void if not exchanged for certificates representing full shares of stock before a specified date, or subject to the condition that the shares of stock for which such scrip or fractional warrants are exchangeable may be sold by the corporation and the proceeds thereof distributed to the holders of such scrip or fractional warrants, or subject to any other conditions which the Board of Directors may determine.

3. STOCK TRANSFERS.

Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfer of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or

a registrar, if any, and on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes due thereon.

4. RECORD DATE FOR STOCKHOLDERS.

For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to or dissent from any corporate action in writing without a meeting, or for the purpose of determining stockholders entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the directors may fix, in advance, a date as the record date for any such determination of stockholders. Such date shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed, the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; the record date for determining stockholders for any other

purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. When a determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders has been made as provided in this paragraph, such determination shall apply to any adjournment thereof; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

5. MEANING OF CERTAIN TERMS.

As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the Certificate of Incorporation confers such rights where there are two or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the Certificate of Incorporation

may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the Certificate of Incorporation, including any Preferred Stock which is denied voting rights under the provisions of the resolution or resolutions adopted by the Board of Directors with respect to the issuance thereof.

6. STOCKHOLDER MEETINGS.

TIME. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

PLACE. Annual meetings and special meetings shall be held at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the registered office of the corporation in the State of Delaware.

CALL. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

NOTICE OR WAIVER OF NOTICE. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting), state such other action or actions as are known at the time of such notice. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. If any action is proposed to be taken which would, if taken, entitle stockholders to receive payment for their shares of stock, the notice shall include a statement of that purpose and to that effect. Except as otherwise provided by the General Corporation

Law, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten days nor more than sixty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and directed to each stockholder at his record address or at such other address which he may have furnished for such purpose in writing to the Secretary of the corporation. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. If a meeting is adjourned to another time, not more than thirty days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice need not be given to any stockholder who submits a written waiver of notice by him before or after the time stated therein. Attendance of a person at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

STOCKHOLDER LIST. There shall be prepared and made, at least ten days before every meeting of stockholders, a complete list of the stockholders, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting either at a place within the city or other municipality or community where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the corporation, or to vote at any meeting of stockholders.

CONDUCT OF MEETING. Meetings of the stockholders shall be presided over by one of the following officers in the order of seniority and if present and acting the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, a Vice President, a chairman for the meeting chosen by the Board of

Directors, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary of the corporation, or, in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the Chairman for the meeting shall appoint a secretary of the meeting.

PROXY REPRESENTATION. Every stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the stockholder or by his attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

INSPECTORS AND JUDGES. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election or judges of the vote, as the case may be, to act at the meeting or any adjournment thereof. If an inspector or inspectors or judge or judges are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors or judges. In case any person who may be appointed as an inspector or judge fails to appear or act, the vacancy may be filled by appointment made by the person presiding thereat. Each inspector or judge, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector or judge at such meeting with strict impartiality and according to the best of his ability. The inspectors or judges, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors or judge or judges, if any, shall make a report in writing of any challenge, question or

matter determined by him or them and execute a certificate of any fact found by him or them.

QUORUM. Except as the General Corporation Law or these By-Laws may otherwise provide, the holders of a majority of the outstanding shares of stock entitled to vote shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

VOTING. Each stockholder entitled to vote in accordance with the terms of the Certificate of Incorporation and of these By-Laws, or, with respect to the issuance of Preferred Stock, in accordance with the terms of a resolution or resolutions of the Board of Directors, shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder. In the election of directors, a plurality of the votes cast shall elect. Any other action shall be authorized by a majority of the votes cast except where the Certificate of Incorporation or the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power. Voting by ballot shall not be required for corporate action except as otherwise provided by the General Corporation Law.

7. STOCKHOLDER ACTION WITHOUT MEETINGS.

Any action required to be taken, or any action which may be taken, at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE II

DIRECTORS

1. FUNCTIONS AND DEFINITION.

The business of the corporation shall be managed by the Board of Directors of the corporation. The use of the phrase "whole board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER.

A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The initial Board of Directors shall consist of 3 persons. Thereafter the number of directors constituting the whole board shall be at least one. Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be three. The number of directors may be increased or decreased by action of the stockholders or of the directors.

3. ELECTION AND TERM.

The first Board of Directors, unless the members thereof shall have been named in the Certificate of Incorporation, shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of stockholders and until their successors have been elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Thereafter, directors who are elected at an annual meeting of stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next

annual meeting of stockholders and until their successors have been elected and qualified or until their earlier resignation or removal. In the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancies in the Board of Directors, including vacancies resulting from the removal of directors for cause or without cause, any vacancy in the Board of Directors may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. MEETINGS.

TIME. Meetings shall be held at such time as the Board shall fix.

FIRST MEETING. The first meeting of each newly elected Board may be held immediately after each annual meeting of the stockholders at the same place at which the meeting is held, and no notice of such meeting shall be necessary to call the meeting, provided a quorum shall be present. In the event such first meeting is not so held immediately after the annual meeting of the stockholders, it may be held at such time and place as shall be specified in the notice given as hereinafter provided for

special meetings of the Board of Directors, or at such time and place as shall be fixed by the consent in writing of all of the directors.

PLACE. Meetings, both regular and special, shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, or the President, or of a majority of the directors in office.

NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any director who signs a written waiver of such notice before or after the time stated therein.

Attendance of a director at a meeting of the Board shall constitute a waiver of notice of such meeting, except when

the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

QUORUM AND ACTION. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided that such majority shall constitute at least one-third (1/3) of the whole Board. Any director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other, and such participation in a meeting of the Board shall constitute presence in person at such meeting. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the General Corporation Law, the act of the Board shall be the act by vote of a majority of the directors present at a meeting, a quorum being present. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these By-Laws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board.

CHAIRMAN OF THE MEETING. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairman of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed only for cause or without cause by the stockholders. One or more of the directors may be removed for cause by the Board of Directors.

6. COMMITTEES.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. In the absence or disqualification of any member of any such committee or committees, the

member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

7. ACTION IN WRITING.

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

OFFICERS

1. EXECUTIVE OFFICERS.

The directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice Presidents (one or more of whom may be denominated "Executive Vice President"), a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. Any number of offices may be held by the same person.

2. TERM OF OFFICE: REMOVAL.

Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of stockholders and until his successor has been elected and qualified. The Board of Directors may remove any officer for cause or without cause.

3. AUTHORITY AND DUTIES.

All officers, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in these By-Laws, or, to the extent not so provided, by the Board of Directors.

4. THE CHAIRMAN OF THE BOARD OF DIRECTORS.

The Chairman of the Board of Directors, if present and acting, shall preside at all meetings of the Board of Directors, otherwise, the President, if present, shall preside, or if the President does not so preside, any other director chosen by the Board shall preside.

5. THE PRESIDENT.

The President shall be the chief executive officer of the corporation.

6. VICE PRESIDENTS.

Any Vice President that may have been appointed, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, in the order of their seniority, and shall perform such other duties as the Board of Directors shall prescribe.

7. THE SECRETARY.

The Secretary shall keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

8. THE TREASURER.

The Treasurer shall have the care and custody of the corporate funds, and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to

the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, the Treasurer shall give the corporation a bond for such term, in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE IV
CORPORATE SEAL
AND
CORPORATE BOOKS

The corporate seal shall be in such form as the Board of Directors shall prescribe.

The books of the corporation may be kept within or without the State of Delaware, at such place or places as the Board of Directors may, from time to time, determine.

ARTICLE V

FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE VI

CONTROL OVER BY-LAWS

The power to amend, alter and repeal these By-Laws and to adopt new By-Laws shall be vested in the Board of Directors; provided, that the Board of Directors may delegate such power, in whole or in part, to the stockholders; and provided, further, that any By-Law, other than an initial By-Law, which provides for the election of directors by classes for staggered terms shall be adopted by the stockholders.

ARTICLE VII

INDEMNITY

Every person (and the heirs, executors and administrators of such person) who is or was a director, officer, employee or agent of the corporation or of any other company, including another corporation, partnership, joint venture, trust or other enterprise which such person serves or served as such at the

request of the corporation shall be indemnified by the corporation against all judgments, payments in settlement (whether or not approved by court), fines, penalties and other reasonable costs and expenses (including fees and disbursements of counsel) imposed upon or incurred by such person in connection with or resulting from any action, suit, proceeding, investigation or claim, civil, criminal, administrative, legislative or other (including any criminal action, suit or proceeding in which such person enters a plea of guilty or nolo contendere or its equivalent), or any appeal relating thereto which is brought or threatened either by or in the right of the corporation or such other company (herein called a "derivative action") or by any other person, governmental authority or instrumentality (herein called a "third-party action") and in which such person is made a party or is otherwise involved by reason of his being or having been such director, officer, employee, or agent or by reason of any action or omission, or alleged action or omission by such person in his capacity as such director, officer, employee or agent if either (a) such person is wholly successful, on the merits or otherwise, in defending such derivative or third-party action or (b) in the judgment of a court of competent jurisdiction or, in the absence of such determination, in the judgment of a majority of a quorum of the Board of Directors of the corporation (which quorum shall not include any Director who is a party to or

is otherwise involved in such action), or, in the absence of such a disinterested quorum, in the opinion of independent legal counsel (i) in the case of a derivative action, such person acted without negligence or misconduct in the performance of his duty to the corporation or such other company or (ii) in the case of a third-party action, such person acted in good faith and in what he reasonably believed to be the best interest of the corporation or such other company and, in addition, in any criminal action, had no reasonable cause to believe that his conduct was unlawful; provided that, in the case of a derivative action, such indemnification shall not be made in respect of any payment to the corporation or such other company or any stockholder thereof in satisfaction of judgment or in settlement unless either (x) a court of competent jurisdiction has approved such settlement, if any, and the reimbursement of such payment or (y) if the court in which such action has been instituted lacks jurisdiction to grant such approval or such action is settled before the institution of judicial proceedings, in the opinion of independent legal counsel the applicable standard of conduct specified in the preceding sentence has been met, such action was without substantial merit, such settlement was in the best interests of the corporation or such other company and the reimbursement of such payment is permissible under applicable law. In case such person is successful, on the merits or otherwise, in defending part of such

action, or, in the judgment of such a court or such quorum of the Board of Directors or in the opinion of such counsel, has met the applicable standard of conduct specified in the preceding sentence with respect to part of such action, he shall be indemnified by the corporation against the judgments, settlement payments, fines, penalties, and other costs and expenses attributable to such part of such action.

The foregoing rights of indemnification shall be in addition to any rights which any such director, officer, employee or agent may otherwise be entitled under the Certificate of Incorporation, any agreement or vote of stockholders or at law or in equity or otherwise.

In any case in which, in the judgment of a majority of such a disinterested quorum of the Board of Directors, any such director, officer or employee will be entitled to indemnification under the foregoing provisions of this Article, such amounts as they deem necessary to cover the reasonable costs and expenses incurred by such person in connection with the action, suit, proceeding, investigation or claim prior to final disposition thereof may be advanced to such person upon receipt of an undertaking by or on behalf of such person to repay such amounts if it is ultimately determined that he is not so entitled to indemnification.

The Response to Request #8 is not included in the administrative record in accordance with Electro-Voice, Inc.'s identification of the information as confidential.

January 6, 1992

Response to Request #9

All of the current assets and liabilities of Electro-Voice, Inc. are identified on the internal balance sheets presented in response to Request #8. Electro-Voice, Inc. is a corporation and, as such, the offices of Electro-Voice, Inc. are responsible for its current assets and liabilities.



a MARK IV company