

04-26-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

481-40.00
482-35.00
484-120.00

1943776

4-23-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
July 17 1997
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name SBC Ltd., dba Autospecialty, a California corporation

Execution Date
Month Day Year
11-26-96

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization USA/State of California

Receiving Party

Mark if additional names of receiving parties attached

Name Kelsey-Hayes Company, a Delaware corporation

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) % Ronald Sokol PC of Billet Kaplan Sokol & Dawley, 1888 Century Park East, Suite 1700, Los Angeles, CA 90067

Address (line 2) _____

Address (line 3) _____

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization USA/Delaware

04/28/1999 TTON11 00000096 1943776

FOR OFFICE USE ONLY

01 FC=481 40.00 OP
02 FC=482 25.00 OP
03 FC=484 120.00 OP

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120E

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1846 FRAME: 0468

FORM PTO-1618B
Expires 06/30/99
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U.S. Department of Commerce
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

551 1700 ext 145

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

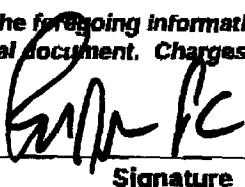
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ronald J. Sokol PC
Name of Person Signing


Signature

April 22, 1999
Date Signed

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"S.B.C., LTD.", A CALIFORNIA CORPORATION,

WITH AND INTO "K-H CORPORATION" UNDER THE NAME OF "K-H CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1997, AT 4:29 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2094537 8100M

AUTHENTICATION: 8583179

971253300

DATE: 07-30-97

TRADEMARK
REEL: 1846 FRAME: 0470

CERTIFICATE OF MERGER

MERGING

S.B.C. LTD.

INTO

K-H CORPORATION

(under Section 252 of the General
Corporation Law of the State of Delaware)

K-H Corporation, a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: The name and incorporation of each of the constituent corporations are:

(a) S.B.C., Ltd., a California corporation ("SBC"); and

(b) K-H Corporation, a Delaware corporation.

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is K-H Corporation.

FOURTH: The authorized capital stock of SBC consists of 1,000 shares of common stock without par value.

FIFTH: The certificate of incorporation of K-H Corporation shall be the certificate of incorporation of the surviving corporation.

SIXTH: The surviving corporation is a corporation of the State of Delaware.

SEVENTH: The executed agreement of merger is on file at the principal place of business of K-H Corporation at 12025 Tech Center Drive, Livonia, Michigan 48150.

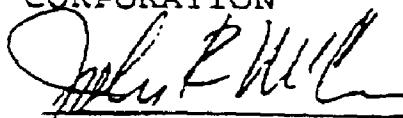
EIGHTH: A copy of the agreement of merger will be furnished by K-H Corporation, on request and without cost, to any stockholder of S.B.C., Ltd. or K-H Corporation.

Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of K-H Corporation at any time prior to the date filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said K-H Corporation has caused this Certificate to be signed by John F. McCuen, its Vice President and Secretary, this 17 day of July, 1997.

K-H CORPORATION

By:



Name: John F. McCuen
Title: Vice President
and Secretary

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "K-H CORPORATION", CHANGING ITS NAME FROM "K-H CORPORATION" TO "KELSEY-HAYES COMPANY", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 1997, AT 12 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

EDWARD J. FREEL, SECRETARY OF STATE

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FILED

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DATE

08-15-97

TRADEMARK
REEL: 1846 FRAME: 0474

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION**

K-H CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of K-H CORPORATION be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is **KELSEY-HAYES COMPANY.**

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said K-H CORPORATION has caused this certificate to be signed by Anthony T. Williams, its Vice President, this Fifteenth day of August, 1997.

K-H CORPORATION

By: /s/ Anthony T. Williams
Anthony T. Williams - Vice President

(DEL. - 387 - 6/21/95)

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