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05-05-2000

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

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

APR 10 AM 11:24



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OPR/FINANCE

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
- Merger Effective Date
Month Day Year
02 15 1996
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **Stieber GmbH**

02 15 1996

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name **Dana Holding GmbH**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **Reinzstrasse 3-7**

Address (line 2) _____

Address (line 3) **Neu-Ulm** **Germany** **89233**
City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

05/04/2000 DNGUYEN 00000508 040060 1633702

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002067 FRAME: 0044

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

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1633702"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

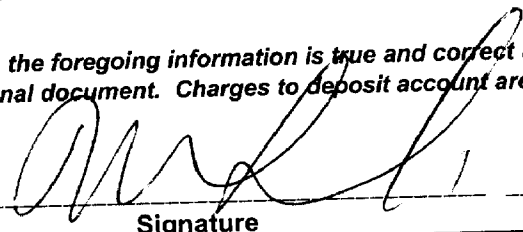
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

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.

Robert M. Leonardi
Name of Person Signing


Signature

4-7-00
Date Signed

(7th copy)

[STAMP OF
JOSEF SCHWERZMANN,
DOCTOR OF LAW, ZUG -
REGISTRAR]

PUBLIC DOCUMENT

dated 15 February 1996

[Nabarro Nathanson stamp]

The following person appeared today at the office of the undersigned Doctor Josef Schwerzmann, Attorney at law, public registrar of the Canton of Zug, Baarerstraße 63, CH-6301 Zug:

Mr Jan-F. Schubert, Attorney at law,
whose business address is at Heilbronner Straße 190,
D-70191 Stuttgart

The person appearing is personally known to the undersigned.

He made the following declaration:

I am hereafter not acting in my own name but in each case as the sole authorized representative under a power of attorney, exempt from the restrictions of § 181 Civil Code, of the following companies:

1. Dana Holding GmbH, having its registered office at Hausach, entered in the commercial register of the Wolfach District Court under HRB 163
- with reference to the power of attorney dated 14 December 1995 which has been supplied for the purposes of this document -,
2. Stieber GmbH, having its registered office at Heidelberg, entered in the commercial register of the Heidelberg District Court under HRB 3028
- with reference to the power of attorney dated 19 December 1995 which has been supplied for the purposes of this document -,
3. Dana GmbH, having its registered office at Hausach, entered in the commercial register of the Wolfach District Court under HRB 252

- with reference to the power of attorney dated 14 December 1995 which has been supplied for the purposes of this document -.

The person appearing, acting as stated, made the following declaration with the request that it be certified:

A.

Position under company law

- I. The nominal capital, in the sum of DM 4 500 000, of the limited liability company having the name of Stieber GmbH, having its registered office at Heidelberg, entered in the commercial register of the Heidelberg District Court under HRB 3028 is held by Dana Holding GmbH, having its registered office in Hausach, as the sole shareholder. The capital investments have been paid in full. There are no separate shares.

- II. The nominal capital, in the sum of DM 2 050 000, of the limited liability company having the name of Dana Holding GmbH, having its registered office at Hausach, entered in the commercial register of the Wolfach District Court under HRB 163 is held by Dana GmbH, having its registered office in Hausach, as the sole shareholder.

B.

Merger of Stieber GmbH with Dana Holding GmbH

I. Merger agreement

Stieber GmbH and Dana Holding GmbH, each represented by the person appearing, who is exempt from the

restrictions of § 181 Civil Code, make the following merger agreement:

§ 1 Transfer of assets

- (1) Stieber GmbH (the transferring company), having its registered office in Heidelberg, shall transfer its assets, together with all rights and obligations, excluding liquidation, under §§ 2 (1) and (46) et seq. Transformation Act to Dana Holding GmbH (the company taking over), having its registered office at Hausach (merger of the subsidiary company with the parent company by way of takeover).
- (2) The merger shall take place subject to the continuation of the book values of Stieber GmbH by Dana Holding GmbH on the basis of the balance sheet of Stieber GmbH as at 30 December 1995, which has been audited and given an unrestricted note of confirmation.
- (3) The transfer of the assets of Stieber GmbH shall take place with effect from the end of 30 December 1995 for contractual purposes. As from 0.00 a.m. on 31 December 1995 (the effective merger date) the transactions of Stieber GmbH shall be deemed to be made for the account of Dana Holding GmbH.
- (4) The merger shall take place pursuant to § 54 (1) (1) Transformation Act without any counter-payment for the transfer of the assets, as the company taking over holds all the shares in the transferring company.

§ 2 Other matters

- (1) The employees of the transferring company shall, by way of complete legal succession, become employees of the company taking over, and their contractual rights shall be protected. Executive positions and signature authorizations in the transferring company shall lapse; the shareholders' meeting of the company taking over shall decide about new appointments and the granting of new authorizations.

The officers of the works committee of the transferring company shall remain in their posts through the corresponding application of § 613a Civil Code, § 324 Transformation Act. The rights of the employees of the transferring company under the Industrial Constitution Act shall also be protected by the existing works committee after the registration of the merger becomes effective as a result of the registration of the company taking over in the commercial register. No special measures are therefore planned in this connection.

The transferring company sent a draft of this merger agreement to its works committee by a letter from the management dated 24 October 1995; the works committee has confirmed receipt thereof.

- (2) No rights or benefits within the meaning of § 5 (1) (7) and (8) Transformation Act shall be conferred in connection with the merger. No additional provisions are necessary, § 5 (2) Transformation Act.
- (3) Dana Holding GmbH shall have the right to continue Stieber GmbH, also in the form of a branch office, § 18 (1) Transformation Act.

(4) Stieber GmbH does not own any real estate.

II. Shareholders' meeting of Stieber GmbH

The person appearing, waiving compliance with any formal or deadline requirements, then entered into a shareholders' meeting of Stieber GmbH, in which he represented Dana Holding GmbH as its sole shareholder and made the following resolutions:

- (1) Consent is given to the merger agreement between Dana Holding GmbH and Stieber GmbH - B.I. above - which is contained in this document.
- (2) Any right to challenge the resolution made in subclause (1) is waived.

III. Supplementary declarations by Dana Holding GmbH, represented by the person appearing:

- (1) The provision of a merger report by the managing directors of all companies involved in the merger and the provision of a merger audit is waived under § 8 (3), 9 (3) Transformation Act.
- (2) Any right to dispute the effectiveness of the merger resolution is also waived, § 16 (2) Transformation Act.

IV. Shareholders' meeting of Dana Holding GmbH

The person appearing, waiving compliance with any formal or deadline requirements, then entered into a shareholders' meeting of Dana Holding GmbH, in which he represented Dana GmbH as its sole shareholder and made the following resolutions:

- (1) Consent is given to the merger agreement between Dana Holding GmbH and Stieber GmbH - B.I. above - which is contained in this document.
- (2) Any right to challenge the resolution made in subclause (1) is waived.
- (3) I appoint the following person as an additional managing director of Dana Holding GmbH:

Mr Norbert Liebenstein,
Business graduate
whose business address is at
Hatschekstr. 36
69126 Heidelberg

The managing director Norbert Liebenstein shall always represent the company on his own.

A general signature authorization shall be granted to Mr Dieter Seidel, Engineer, and Mr Erich Mayer, Businessman, each having their business address at Hatschekstr. 36, 69126 Heidelberg. Mr Seidel and Mr Mayer may represent the company jointly with one managing director or with one other authorized signatory.

- (4) The articles of association of Dana Holding GmbH shall now be completely reworded in accordance with the text attached as an annex to this document. At the same time, the company shall in particular be granted the right, notwithstanding its trading name, to maintain a branch office under the name "Stieber", the registered office of which shall be moved from Hausach to Neu-Ulm and the nature of the business shall be adjusted to that of Stieber GmbH, which has been merged with it.

V. Supplementary declarations by Dana GmbH, represented by the person appearing:

- (1) The provision of a merger report by the managing directors of all companies involved in the merger and the provision of a merger audit is waived under § 8 (3), 9 (3) Transformation Act.
- (2) Any right to dispute the effectiveness of the merger resolution is also waived, § 16 (2) Transformation Act.

c.

Final provisions

I. Costs and taxes

All costs and taxes arising as a result of the registration of the mergers recorded above and the implementation thereof shall be borne by Dana Holding GmbH.

II. Power of attorney

Ms Manuela Dittli,

Legal secretary of Baarerstraße 63, CH-6301 Zug, is exempted from the restrictions of § 181 Civil Code and granted a power of attorney to make and accept any declarations which are, in her view, necessary or expedient for the purpose of the registration of the above merger, appointment of managing directors and authorized signatories and the re-wording of the articles of association in the commercial register.

The donee of the power of attorney shall, in particular, be entitled to make alterations to the

merger agreement, the shareholders' resolutions and declarations and to make notices in or withdraw notices from the commercial register. She shall have the right to transfer the power of attorney.

III. Notification

The person appearing was notified in detail by the registering notary about the following matters in particular:

- a) for the merger, in particular in order for the transfer of the assets of the transferring company, to be effective, the merger must be registered in the commercial register which covers the registered office of the company taking over,
- b) the transferring company shall be dissolved when the merger is registered in the commercial register which covers the registered office of the company which is taking over,
- c) security must be provided by Dana Holding GmbH to the creditors of the companies involved in the merger, subject to the provisions of § 22 I Transformation Act,
- d) the managing directors of the companies involved in the merger must, if applicable, provide compensation.

Zug, 15 February 1996

[signature]

Jan-F. Schubert

ARTICLES OF ASSOCIATION

of "Dana Holding GmbH"

§ 1

Company name and registered office

(1) The name of the company shall be:

"Dana Holding GmbH"

(2) The company shall have its registered office at Neu-Ulm.

§ 2

Nature of the business

(1) The nature of the business shall be to carry out administration business with the exception of banking business and to take over interests in other businesses. The nature of the business shall also be the management of other businesses.

(2) The nature of the business shall also be the production, processing, treating, sale, marketing, importing and exporting of driving elements of all kinds, and industrial freewheels and clamping tools, particularly under the "Stieber" trademark which is registered in the Federal Republic of Germany.

(3) The company shall be entitled to establish branch offices, to lease businesses of the same or of a similar nature or to take interests in any form in such businesses. The tradename of the branch office may differ from the tradename of the main office, particularly by using the names "Stieber", "Stieber Formsprag" or "Warner Electric", provided that the other legal requirements for this purpose are met.

§ 3

Nominal capital

The nominal capital of the company shall be DM 2 050 000 (in words: two million and fifty thousand German marks).

§ 4

Term of the company

The company shall be established for an indefinite period.

§ 5

Financial year

The financial year shall be the calendar year.

§ 6

Disposing of shares in the company

The assignment or pledging of a share in the company or of a part of such a share to persons other than shareholders shall require the prior written consent of all the other shareholders.

§ 7

Withdrawal of company shares

The withdrawal of company shares or of parts thereof shall be permissible at any time with the consent of the shareholder concerned.

Management, representation

- (1) The company shall have one or more managing directors. If only one managing director is appointed, he shall represent the company on his own. If a number of managing directors are appointed, the company shall be represented by two managing directors jointly or by one managing director jointly with one authorized signatory. The shareholders' meeting may grant authorization to one or more managing directors to represent the company individually and may grant exemption from the restrictions of § 181 Civil Code.
- (2) The managing directors shall require the prior consent of the shareholders for the following transactions:
 - a) The acquisition, sale and encumbering of real estate or rights equivalent to real estate;
 - b) The construction of new buildings, converted buildings and alterations to the company's buildings, if the expenditure exceeds DM 50 000 in a single case;
 - c) The acceptance and termination of loans and other credits for the company, if they exceed DM 100 000, except if this loan is granted by Dana GmbH or by a company associated with this company;
 - d) The making of rental agreements and leases for a term of more than two years and having a net monthly rental of more than DM 10 000;
 - e) The making of legal transactions of any kind with a subject value exceeding DM 25 000, unless the legal transaction is carried out as part of the normal business operation of the company.

Additionally, the shareholders may grant general consent in advance for specific kinds of transactions;

- f) the sale of patents and other industrial property rights;
- g) the establishment and termination of branch offices.

§ 9

Shareholders' meeting

- (1) The normal shareholders' meeting shall take place after the balance sheet for the previous financial year has been drawn up. If all shareholders are agreed, shareholders' resolutions may also be passed in writing or by telephone, as well as abroad.
- (2) Each shareholder shall be entitled to appoint a third person, in writing, as his proxy to represent him at the shareholders' meeting.
- (3) Shareholders' resolutions shall be passed by a simple majority of the votes cast unless these articles of association or legislation require a different majority. Each complete thousand German marks of a company share shall confer an entitlement to one vote.
- (4) Resolutions by the shareholders may only be challenged within one month of the passing of the resolution.

§ 10

Annual account, utilization of profit

- (1) The annual accounts and the report shall be prepared by the management within the time limit prescribed by

statute (§ 264 Commercial Code) following the end of the financial year.

- (2) The annual accounts shall be settled by a resolution of the shareholders. The profit shall be distributed among the shareholders in accordance with § 29 Companies Act unless the shareholders determine otherwise by a resolution.

§ 11

Taxation clause

- (1) The granting of valuable benefits to the shareholders or to third parties closely associated with them, other than by way of profit distribution resolutions in accordance with the articles of association, shall not be permissible.
- (2) Legal transactions or legal acts by the company which are contrary to the provision made in subclause 1 shall be ineffective ab initio in so far as a benefit is given to the persons referred to in such a manner that it is treated by the tax authorities as concealed distribution of profit. The final assessment of the legal transaction or the legal act by the tax authorities or the tax court shall be decisive.
- (3) In such cases, the party who has received the benefit shall be obliged to refund the value to the company. If, when a benefit has been granted to a closely associated third party, it is not possible for legal reasons to make a claim against that third party, the claim shall be directed against the shareholder with whom the third party is closely associated.
- (4) The level of the estimated value, as between the company and shareholders or third parties, shall be determined with binding effect by the final assessment

of the legal transaction or the legal act by the tax authorities or the tax court.

§ 12

Notices

The company's notices shall be published in the "Bundesanzeiger".

Certificate

Pursuant to § 54 (1) (2) Companies Act, I certify that the re-worded provisions in the articles of association of Dana Holding GmbH are in accordance with the resolution dated 15 February 1996 relating to the rewording of the articles of association - document registration No. 11/1996 of Doctor Josef Schwerzmann, Notary.

Zug, 15 February 1996

- Doctor Josef Schwerzmann -
Notary

[SIGNATURE AND STAMP OF
JOSEF SCHWERZMANN,
DOCTOR OF LAW, ZUG -
REGISTRAR]

TRADEMARK

REEL: 002067 FRAME: 0061

PUBLIC CERTIFICATE

I, Doctor Josef Schwerzmann, Attorney at law in private practice and public registrar of the Canton of Zug, having an office at Baarerstraße 8, Zug, hereby publicly certify that the above merger and shareholder resolutions, which are to be certified, have been read out by the registrar to the person appearing, that the above document is in accordance with the intentions of the parties as notified to me and that the document has been personally signed by the person appearing, in my presence.

The original (1st copy) and photocopies (2nd - 8th copies) of the representation powers of attorney referred to at the beginning are annexed to the copies of the document.

Eight copies of this document have been prepared.

The 1st copy shall remain at the premises of the certifying notary, the 2nd - 8th copies shall be given to the parties.

Zug, 15 February 1996

The registrar:

[signature]

Doctor J. Schwerzmann

[STAMP OF
JOSEF SCHWERZMANN,
DOCTOR OF LAW, ZUG -
REGISTRAR]

POWER OF ATTORNEY

As managing director and authorized signatory of Dana Holding GmbH, Hausach (hereinafter "the company") we hereby grant a

Power of attorney

to each of the following persons individually:

1. Ms Ute Bilger-Jung, Attorney at law
2. Mr Jan-F. Schubert, Attorney at law
3. Mr Gerhard Kogel, Tax consultant
4. Mr Robert Dorr, Attorney at law, Tax consultant
5. Doctor Andreas Dörge, Attorney at law

all having their business address at Heilbronner Str. 190,
70191 Stuttgart

1. for the purpose of representing the company in the concluding of a merger agreement for the merger of Stieber GmbH, Heidelberg, with the company;
2. for the purpose of representing the company at a shareholders' meeting of Stieber GmbH, Heidelberg. The donees of the power of attorney are authorized in particular by the donor of the power of attorney, as sole shareholder of Stieber GmbH, to waive the requirements under statute and the articles of association relating to the convening of a shareholders' meeting of Stieber GmbH, to pass resolutions consenting to the merger and to waive the right of challenge.
3. The donees of the power of attorney are also authorized by the donor of the power of attorney:

- to waive the provision of a merger report by the managing directors of all companies involved in the merger and to waive a merger audit pursuant to §§ 8 (3), 9 (3) Transformation Act, and
- to waive any challenge to the effectiveness of the merger resolution, 3 16 (2) Transformation Act.

The power of attorney shall be unrestricted with regard to third parties and shall authorize the making of all statements which the respective donee of the power considers it expedient to make in connection with the abovementioned merger. The donees of the power shall be exempt from the restrictions of § 181 Civil Code. They shall be authorized to grant a sub-power of attorney within the scope of this power-of-attorney document.

Stuttgart, 14 December 1995

Dana Holding GmbH

[signature]
Heinz-Ubbo Eilks

[signature]
Authorized signatory
Manfred Birkle

POWER OF ATTORNEY

As managing director of Stieber GmbH, Heidelberg (hereinafter "the company") with authority to represent the company individually, I hereby grant a

Power of attorney

to each of the following persons individually:

1. Ms Ute Bilger-Jung, Attorney at law
2. Mr Jan-F. Schubert, Attorney at law
3. Mr Gerhard Kogel, Tax consultant
4. Mr Robert Dorr, Attorney at law, Tax consultant
5. Doctor Andreas Dörge, Attorney at law

all having their business address at Heilbronner Str. 190,
70191 Stuttgart

for the purpose of representing the company in the concluding of a merger agreement to merge the company with Dana Holding GmbH.

The power of attorney shall be unrestricted with regard to third parties and shall authorize the making of all statements which the respective donee of the power considers it expedient to make in connection with the abovementioned merger. The donees of the power shall be exempt from the restrictions of § 181 Civil Code and shall be authorized to grant a sub-power of attorney within the scope of this power-of-attorney document.

Heidelberg, 19 December 1995

Stieber GmbH

[signature]

Norbert Liebenstein

POWER OF ATTORNEY

As managing director and authorized signatory of Dana GmbH, Hausach (hereinafter "the company") we hereby grant a

Power of attorney

to each of the following persons individually:

1. Ms Ute Bilger-Jung, Attorney at law
2. Mr Jan-F. Schubert, Attorney at law
3. Mr Gerhard Kogel, Tax consultant
4. Mr Robert Dorr, Attorney at law, Tax consultant
5. Doctor Andreas Dörge, Attorney at law

all having their business address at Heilbronner Str. 190, 70191 Stuttgart

for the purpose of representing the company in the passing of a resolution relating to consent to the merger of Stieber GmbH, Heidelberg, with Dana Holding GmbH, Hausach.

The donees of the power of attorney are authorized in particular by the donor of the power of attorney, as sole shareholder of Dana Holding GmbH, to waive the requirements under statute and the articles of association relating to the convening of a shareholders' meeting of Dana Holding GmbH, to pass resolutions consenting to the merger and to waive the respective right of challenge.

The donees of the power of attorney are also authorized by the donor of the power of attorney:

- to waive the provision of a merger report by the managing directors of all companies involved in the merger and to waive a merger audit pursuant to §§ 8 (3), 9 (3) Transformation Act, and
- to waive any challenge to the effectiveness of the merger resolution, § 16 (2) Transformation Act,

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REEL: 002067 FRAME: 0066

- by means of a shareholders' resolution, to appoint the former managing directors/authorized signatories of Stieber GmbH to such positions with Dana Holding GmbH, i.e. to appoint Mr Norbert Liebenstein as its managing director with authorization to represent the company individually and to appoint Mr Erich Mayer and Mr Dieter Seidel as its joint authorized signatories,
- to hold a shareholders' meeting at Dana Holding GmbH at which resolutions shall be passed whereby its articles of association shall be completely reworded and at the same time, in particular, provisions shall be adopted which are necessary or expedient on the basis of the merger of Stieber GmbH with the company.

The power of attorney shall be unrestricted with regard to third parties and shall authorize the making of all statements which the respective donee of the power considers it expedient to make in connection with the abovementioned merger. The donees of the power shall be exempt from the restrictions of § 181 Civil Code. They shall be authorized to grant a sub-power of attorney within the scope of this power-of-attorney document.

Stuttgart, 14 December 1995

Dana GmbH

[signature]
Heinz-Ubbo Eilks

[signature]
Authorized signatory
Manfred Birkle

Memmingen District Court
- COURT OF REGISTRATION -
Case number: Reg. A 3033
(Please always quote)

67700 Memmingen, 12 Dec. 1996
Kaisergraben 36
Telephone: (0 63 31) 1 06-01;
FAX: 106 281
Memmingen Savings Bank
(Bank sort code 731 500 00) 210826
Public business hours:
Monday 7.30 a.m. - 4.15 p.m.
Tue.-Thurs. 7.30 a.m. - 3.15 p.m.
Friday 7.30 a.m. - 3 p.m.
or by agreement

RECEIVED
Bilger,
Attorneys at law
16 December 1996

Memmingen District Court - Kaisergraben 36 -
67700 Memmingen

Pachmann, Nehm and others
P.O. Box 10 38 53
70033 Stuttgart

Please note
Unless the case number (Reg. A.: ...) is stated, it is not possible to assign the payment.

RECEIVED
16 December 1996

Request for copies from the register and the registry files

Your reference: Mr Schubert, Attorney at law

Dear Sirs,

Please find enclosed the copies which you requested.

I would ask you to transfer the costs incurred, amounting to

DM 35.-

if possible within 14 days to the abovementioned account, stating the case number. The amount owed may also be paid by means of court costs stamps, obtainable at any court, and by payment in cash at the court accounts office of Memmingen District Court, Buxacher Str. 6.

Please note the following:

Because of an amendment to the Costs Acts by the Law of Costs Amendment Act 1994, the charges and disbursements for the granting of extracts from the commercial register have also changed.

An **uncertified** extract from the register costs **DM 20.-**, §§ 89, 73 I (1) Costs Regulations

a **certified** extract from the register costs **DM 35.-**, §§ 89, 73 I (2) and § 55 Costs Regulations

List of shareholders, balance sheets, etc., cost **DM 1.- per page**, § 136, Costs Regulations (correspondence disbursements)

- O Addresses of persons involved with the company may only be obtained at the competent residents' registration office.
- O The address of the business premises may only be obtained at the competent factory inspectorate.
- O The 19.. balance sheet is - not - available.

Yours faithfully,

[signature]

Registrar of the
court office

Horberg
Court clerk

[Nabarro Nathanson stamp]

Memmingen District Code		9	8	7	6	5	4	3	2	1	0	9	8	7	6	5	4	3	2	1	0	Page 1	HRB 7516
No of entry	a) Company name b) Registered office c) Nature of the business	Nominal capital DM	Board General partners Managing directors Liquidators	Authorized signature	Certified copy from the commercial register	Legal constitution																a) Date of entry and signature b) Notes	
1	2	3	4	5	6	7																7	
1	a) Dana Holding GmbH b) Neu-Ulm c) To carry out administration business with the exception of banking business and to take over interests in other businesses. The nature of the business is also the management of other businesses; also the production, processing, treating, sale, marketing, importing and exporting of driving elements of all kinds, precision-engineering products and industrial freewheels and clamping tools, particularly under the "Stieber" trademark which is registered in the Federal Republic of Germany.	DM 2 050 000.-	Philippe Roullet, Economist, Monnez, Switzerland; Heinz-Ubbo Eilks, Engineering graduate, Ulm; Norbert Liebenstein, Business graduate, Heidelberg;	Authorized signatory, each together with one managing director or one other authorized signatory: Manfred Birkle, Ulm; Erich Mayer, Heidelberg; Deitar Seidel, Heidelberg;	Limited liability company. The articles of association were adopted on 4 April 1975 and have been amended on a number of occasions. Stieber GmbH, Heidelberg (Heidelberg District Court, HRB 3028) has merged with this company by way of takeover on the basis of the merger agreement dated 15 February 1996 as well as the resolutions of the shareholders' meetings dated 15 February 1996. By a resolution of the shareholders' meeting dated 15 February 1996, the articles of association have been completely re-worded. The registered office of the company has been moved from Hausach to Neu-Ulm. The nature of the business has been amended. The representation authorization has been re-worded. On 31 August 1995, the company concluded a management and transfer of profits agreement with Dana GmbH, whose registered office is now at Neu-Ulm (HRB 7490). The shareholders consented to this agreement by means of a notarized resolution dated 12 September 1995. If only one managing director is appointed, he represents the company alone. If a number of managing directors are appointed, the company is represented by two managing directors jointly or by one managing director jointly with one authorized signatory. Exceptions hereto are permissible. The newly appointed managing director, Norbert Liebenstein, is always authorized to represent the company on his own.	Legal constitution																a) 12 December 1996 [signature] b) Articles of association pages 772 - 779 Special volume. Merger agreement pages 765 - 767 Special volume. Resolution pages 767, [illegible] Formerly Wolfach District Court HRB 163	
					[illegible stamp] Memmingen, 12 December 1996 The registrar of the court office [signature]																	RECEIVED Bilger, Attorneys at law 16 DECEMBER 1996	
																						Continued overleaf	

Form PTO-140
(3-75)

U.S. Department of Commerce
PATENT AND TRADEMARK OFFICE
DEPOSIT ACCOUNT ORDER FORM

BEFORE USING THIS ORDER FORM
read the important information on the reverse side

FOR OFFICE USE ONLY

MAIL TO: Commissioner of Patents and Trademarks
Washington, D.C. 20231
Date: 4/7/00

Account No. 04-0060 Order No. 3260

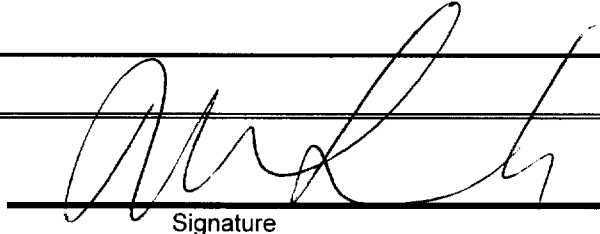
Name and Address of Depositor:
Dana Technology, Inc.
P.O. Box 904
Toledo, Ohio 43697-0904

ITEM OR SERVICE	VALUE FURNISHED	ACTION OFF. USE

DESCRIPTION OF ARTICLES OR SERVICES TO BE FURNISHED

Recordal of merger of Trademark Reg. No. 1633702 between Stieber GmbH and Dana Holding GmbH - \$40.00

If additional space is needed attach separate sheet



Signature

Robert M. Leonardi

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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE
WASHINGTON D.C. 20231

RETURN AFTER FIVE DAYS

NAME Robert M. Leonardi

YOUR ORDER NO.
3260

STREET ADDRESS P.O. Box 1000
CITY, STATE, ZIP CODE Toledo, OH 43697

TRADEMARK
REEL: 002067 FRAME: 0070

Form PTO-140
(3-75)

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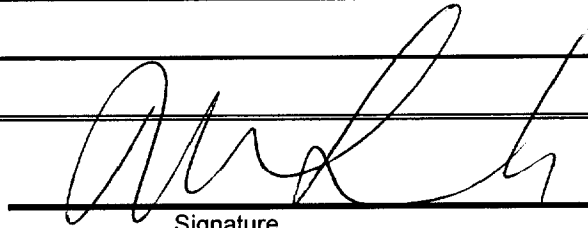
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NAME Robert M. Leonardi

YOUR ORDER NO.
3260

STREET ADDRESS P.O. Box 1000
CITY, STATE, ZIP CODE Toledo, OH 43697

TRADEMARK
REEL: 002067 FRAME: 0071

I, Christopher Roy LAKE BA,
translator to RWS Group plc, of Europa House, Marsham Way, Gerrards Cross,
Buckinghamshire, England, hereby declare that I am conversant with the English and German
languages and am a competent translator thereof. I declare further that to the best of my
knowledge and belief the following is a true and correct translation of the accompanying
documents in the German language.

Signed this 9th day of March 2000

A handwritten signature in black ink, appearing to read "C. R. Lake". The signature is fluid and cursive, with a long horizontal stroke at the end.

C. R. LAKE

For and on behalf of RWS Group plc

DESIGNATION OF DOMESTIC REPRESENTATIVE

SUNWHEEL (device)

Identify the Mark

1633702

Serial No.

Dana Holding GmbH

Name of Applicant

March 21st, 2000

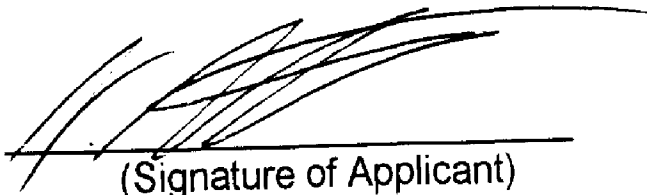
Date of Signature

Robert M. Leonardi c/o Dana Corporation

(Name of Domestic Representative)

3222 W. Central Avenue, P.O. Box 904, Toledo, Ohio 43606

Is hereby designated applicant's representative upon whom notice of process in proceeding affecting the mark may be served.



(Signature of Applicant)