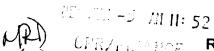
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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	MARKS ONLY	
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Submission Type	Conveyance Type	
X New	Assignment License	
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document Reel # Frame #	Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year X Change of Name Other	
Conveying Party	Mark if additional names of conveying parties attached Execution Date	
Name Rockwell Heavy Vehicle Systems	Month Day Year s, Inc. 8 14 97	
Formerly		
Individual General Partnership	Limited Partnership X Corporation Association	
Other		
Citizenship/State of Incorporation/Organization	tion	
Receiving Party	Mark if additional names of receiving parties attached	
Name Meritor Heavy Vehicle Syst	tems, Inc.	
DBA/AKA/TA		
Composed of		
Address (line 1) 2135 Maple Road		
Address (line 2)		
Address (line 3) Troy	MI 48084	
Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an	
X Corporation Association	appointment of a domestic representative should be attached.	
Other	(Designation must be a separate document from Assignment.)	
Citizenship/State of Incorporation/Organization		
05/2000 DNGUYEN 00000020 1183678 FOR FC:481 40.00 DP	OFFICE USE ONLY	

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Domestic Representative Name and Address Enter for the first Receiving Party only.		
Name	Meritor Heavy Vehicle Systems, Inc.	
Address (line 1)	2135 Maple Road	
Address (line 2)	Troy, MI 48084	
Address (line 3)		
Address (line 4)		
Correspond	dent Name and Address Area Code and Telephone Number (248) 645-1483	
Name	Theodore W. Olds, Esq.	
Address (line 1)	Howard & Howard	
Address (line 2)	The Pinehurst Office Center, Suite 101	
Address (line 3)	39400 Woodward Avenue	
Address (line 4)	Bloomfield Hills, MI 48304-5151	
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	
	e Trademark Application Number <u>or</u> the Registration Number (DO NOT ENTER BOTH numbers for the same property).	
	demark Application Number(s) Registration Number(s)	
	1183678	
Number of	Properties Enter the total number of properties involved. #	
Fee Amour	nt Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00	
Method o	of Payment: Enclosed X Deposit Account	
Deposit A	Account	
(Enter for	payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 08-2789	
	Deposit Account Number: # 08-2789	
	Authorization to charge additional fees: Yes X No No	
Statement a	and Signature	
atta	the best of my knowledge and belief, the foregoing information is true and correct and any ched copy is a true copy of the original document. Charges to deposit account are authorized, as cated herein.	
Karria	A. Laba 6/2/00	
	e of Person Signing Signature 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 AMENDMENT OF "ROCKWELL HEAVY VEHICLE SYSTEMS, INC.", CHANGING ITS NAME FROM "ROCKWELL HEAVY VEHICLE SYSTEMS, INC." TO "MERITOR HEAVY VEHICLE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH 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, Secretary of State

2650155 8100

AUTHENTICATION:

8607590

971272486

DATE:

08-15-97

ROCKWELL HEAVY VEHICLE SYSTEMS, INC.

UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS

The undersigned, being all the members of the Board of Directors of Rockwell Heavy

Vehicle Systems, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing

pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended,
and Section 2.8 of the By-Laws of the Corporation, to the taking of the action embodied in the

following resolutions which are hereby adopted as the resolutions of the Board of Directors of
the Corporation (effective at such time as all the undersigned shall have signed this Unanimous

Written Consent), and do further hereby direct the Secretary of the Corporation to file this

Unanimous Written Consent with the minutes of the proceedings of the Board of Directors.

This Unanimous Written Consent may be executed in several counterparts with the same effect as if the signatures were shown on one document.

RESOLVED, that the Board of Directors deems it advisable to amend the Certificate of Incorporation of the Corporation by changing ARTICLE I and ARTICLE IV thereof so that, as amended, such Articles shall read in their entirety as follows:

"ARTICLE I. The name of the Corporation is Meritor Heavy Vehicle Systems, Inc.

ARTICLE IV. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Ten Thousand (10,000) shares, of which Ten Thousand (10,000) shares of the par value of \$1 each are to be of a class designated Common Stock."

and that such amendments be, and they hereby are, approved; and further;

RESOLVED, that it is hereby directed that the aforesaid amendments to the Certificate of Incorporation be, and they hereby are, submitted to the sole stockholder of the Corporation for its consideration and approval by its written consent; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to take or cause to be taken such actions and to execute and deliver or cause to be executed and delivered such instruments, certificates and other documents with respect to the matters set forth in the foregoing resolution, and any actions heretofore taken by any officer of this Corporation with respect thereto be, and the same hereby are, ratified and confirmed.

L. D. Yost

D. W. Greenfield

3. E. Reed

Date: August <u>//</u>, 1997

RECORDED: 06/05/2000