

07-05-2000



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RECORDATION FORM COVER SHEET  
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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
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Association
- Corporation
- 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.)

07/05/2000 DNGUYEN 00000020 1183678

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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: 002095 FRAME: 0646

**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)

**Correspondent 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.

# 3

**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)**

Three empty boxes for Trademark Application Number(s).

Registration Number(s) grid with '1183678' in the first cell.

**Number of Properties**

Enter the total number of properties involved.

# 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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: # 08-2789

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.

Kerrie A. Laba  
Name of Person Signing

Signature

6/2/00  
Date Signed

State of Delaware

Office of the Secretary of State

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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.



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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8607590

DATE: 08-15-97

**TRADEMARK**  
**REEL: 002095 FRAME: 0648**

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.

D.W. Greenfield  
D. W. Greenfield

B. E. Reed  
B. E. Reed

L. D. Yost  
L. D. Yost

Date: August 11, 1997