

07-05-2000



101395929

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRD
6.5.00

200 JUN -5 AM 11
COPY/FINANCE

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

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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 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.)

07/05/2000 DNGUYEN 00000019 1183678
01 FC:481 40.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 0662

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" value="1183678"/>	<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"/>	<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.)

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.

Kerrie A. Laba

Name of Person Signing



Signature

6/2/00

Date Signed

MERITOR HEAVY VEHICLE SYSTEMS, INC.

UNANIMOUS WRITTEN CONSENT OF
BOARD OF DIRECTORS


The undersigned, being all the members of the Board of Directors of MERITOR 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 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, 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 form of Agreement and Plan of Merger (the "Merger Agreement") between the Corporation and Meritor Heavy Vehicle Systems, LLC, a Delaware limited liability company ("HVS LLC"), attached hereto as Exhibit A providing for the merger of the Corporation with and into HVS LLC, be, and it hereby is, approved and adopted and the officers of the Corporation be, and each of them hereby is, authorized and empowered in the name and on behalf of the Corporation to execute and deliver an Agreement and Plan of Merger in substantially such form; and further

RESOLVED, that the Merger Agreement be submitted to Rockwell International Corporation, as the sole stockholder of the Corporation, for approval and adoption; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to do and perform, or cause to be done or performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name or on behalf of the Corporation or otherwise as such officers may deem necessary or desirable and appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions.


L.D. Yost

Dated: September 12, 1997

D.W. Greenfield

Dated: September , 1997

B.E. Reed

Dated: September , 1997

RESOLVED, that the Merger Agreement be submitted to Rockwell International Corporation, as the sole stockholder of the Corporation, for approval and adoption; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to do and perform, or cause to be done or performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name or on behalf of the Corporation or otherwise as such officers may deem necessary or desirable and appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions.

L.D. Yost

Dated: September , 1997

D.W. Greenfield
D.W. Greenfield

Dated: September 12, 1997

B.E. Reed
B.E. Reed

Dated: September 12, 1997

AGREEMENT AND PLAN OF MERGER BETWEEN
MERITOR HEAVY VEHICLE SYSTEMS, LLC AND
MERITOR HEAVY VEHICLE SYSTEMS, INC.

This Agreement and Plan of Merger (the "Plan") dated as of this day of September, 1997 is between Meritor Heavy Vehicle Systems, LLC, a Delaware limited liability company ("HVS LLC"), and Meritor Heavy Vehicle Systems, Inc., a Delaware corporation ("HVS Inc.").

W I T N E S S E T H :

WHEREAS, HVS LLC and HVS Inc. desire that HVS Inc. be merged with and into HVS LLC subject to the terms and conditions hereof (the "Merger"), following which HVS LLC shall be the surviving entity (the "Surviving Entity");

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA") and Section 264 of the Delaware General Corporation Law (the "DGCL") authorize the merger of a Delaware corporation with and into a Delaware limited liability company;

WHEREAS, HVS LLC is a limited liability company formed under the laws of the State of Delaware with an authorized capital of 1,000 Common Shares (the "LLC Common Shares"), all of which are issued and outstanding and owned by Meritor Automotive, Inc., a Delaware corporation; and

WHEREAS, HVS Inc. is a corporation organized under the laws of the State of Delaware with an authorized capital of 10,000 shares of Common Stock, \$1 par value per share (the "Common Stock"), of which 1,000 shares are issued and outstanding and are owned by Rockwell International Corporation, a Delaware corporation;

NOW, THEREFORE, in consideration of the premises and the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

Article I

Merger and Surviving Entity; Effective Time

1.01. (a) Merger. (i) Subject to the terms and conditions hereof, at the time the Merger will become effective as provided in Section 1.01(b) hereof (the "Effective Time"), HVS Inc. shall be merged with and into HVS LLC, and HVS LLC shall be the Surviving Entity and shall continue as a limited liability company under the DLLCA.

(ii) From and after the Effective Time, the separate existence of HVS Inc. shall cease, and the Merger shall in all respects have the effect provided for in Section 259 of the DGCL (in so far as it is applicable) and Section 18-209(g) of the DLLCA.

(iii) The Limited Liability Company Agreement of HVS LLC, as in effect immediately prior to the Effective Time, shall continue as the limited liability company agreement of the Surviving Entity, and the Certificate of Formation of HVS LLC, as in effect immediately prior to the Effective Time, shall continue as the Certificate of Formation of the Surviving Entity.

(iv) From and after the Effective Time, the officers and directors of the Surviving Entity shall consist of the officers and directors of HVS LLC immediately prior to the Effective Time, serving in the same capacity or capacities, and such officers and directors shall serve until their respective successors are elected and qualified in accordance with the limited liability company agreement of the Surviving Entity.

(b) Effective Time. The Merger shall become effective upon the filing of a Certificate of Merger in the office of the Secretary of State of the State of Delaware in accordance with the DLLCA and the DGCL. HVS LLC will file as soon as possible after the execution and delivery of this Agreement a Certificate of Merger in the office of the Secretary of State of the State of Delaware.

Article II

Effect on the Common Stock and the LLC Common Shares

2.01. (a) Conversion of Shares. The effect of the Merger on the Common Stock and the LLC Common Shares shall be as follows:

(i) At the Effective Time, all shares of Common Stock outstanding immediately prior to the Effective Time and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist or be outstanding and shall be canceled and retired without payment of any consideration therefor; and

(ii) The Merger shall have no effect on the LLC Common Shares and all LLC Common Shares issued

and outstanding immediately prior to the Effective Time shall continue to be the issued and outstanding equity interests of the Surviving Entity.

Article III

Miscellaneous

3.01. Abandonment. This Plan and the Merger may be terminated and abandoned by resolution of the Board of Directors of HVS Inc. or HVS LLC at any time prior to the Effective Time.

3.02. Counterparts. Any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

3.03. Successors. This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

3.04. Governing Law. This Plan shall be construed in accordance with and governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, each of HVS LLC and HVS Inc. has caused this Agreement and Plan of Merger to be duly executed as of the date first above written.

MERITOR HEAVY VEHICLE SYSTEMS, LLC

By: _____
Name:
Title:

MERITOR HEAVY VEHICLE SYSTEMS, INC.

By: _____
Name:
Title:

Certificate of Formation

MERITOR HEAVY VEHICLE SYSTEMS, LLC

This Certificate of Formation is being executed as of September 9, 1997, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. The name of the limited liability company is Meritor Heavy Vehicle Systems, LLC (the "Company").

2. The Company's registered office in the State of Delaware is located at The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

MERITOR AUTOMOTIVE, INC.

By: David W. Greenfield
David W. Greenfield
Senior Vice President, General
Counsel and Secretary

Certificate of Formation

MERITOR HEAVY VEHICLE SYSTEMS, LLC

This Certificate of Formation is being executed as of September 9, 1997, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. The name of the limited liability company is Meritor Heavy Vehicle Systems, LLC (the "Company").
2. The Company's registered office in the State of Delaware is located at The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

MERITOR AUTOMOTIVE, INC.

By: David W. Greenfield
David W. Greenfield
Senior Vice President, General
Counsel and Secretary