

10-01-2001

ET

Docket No.:



.Y

101862422

Tab settings

To the Honorable Commissioner of Patents and Trademarks, 101862422 attached original documents or copy thereof.

1. Name of conveying party(ies):

Uniroyal Technology Corporation

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Corporate Conversion
- Merger
- Change of Name

Execution Date: Assignment: May 1, 1999
Corporate Conversion: June 22, 2001

2. Name and address of receiving party(ies):

Name: Uniroyal Engineered Products, LLC

Internal Address: Suite 900

Street Address: Two North Tamiami Trail

City: Sarasota State: FL ZIP: 34236

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,390,606
2,388,241

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jefferson Perkins, Esq.

Internal Address: Piper Marbury Rudnick & Wolfe
Suite 1800

Street Address: 203 North LaSalle Street

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- Any deficiency
- Authorized to be charged to deposit account

8. Deposit account number:

18-2284

10/02/2001 DBYRNE 00000067 2390606

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
25.00 OP

9. 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.

Jefferson Perkins
Name of Person Signing

Jefferson Perkins
Signature

28 Sept 2001
Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

**AFFIDAVIT OF PAST ASSIGNMENT OF TRADEMARKS
AND CORPORATE CONVERSION**

I, Oliver J. Janney, having been duly subscribed and sworn, state as follows:

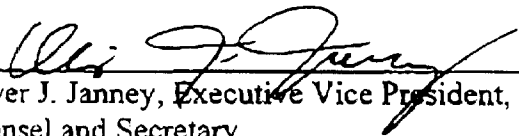
I am Executive Vice President, General Counsel and Secretary of Uniroyal Engineered Products, LLC, a Delaware limited liability company ("UEP LLC"), and I am or was an officer of each predecessor entity herein described, and am authorized to make these statements on behalf of UEP LLC and each of the predecessor entities herein described. As a result of the transactions set forth below, I attest that UEP LLC is now the owner of the trademarks listed on Schedule A attached hereto (the "Trademarks").

One of UEP LLC's predecessors in interest, Uniroyal Technology Corporation ("UTC"), is currently the owner of record of the Trademarks according to the United States Patent and Trademark Office records and the records of the other relevant countries. Pursuant to a transaction dated May 1, 1999, UTC assigned all of its right, title and interest in and to the Trademarks, and the goodwill associated therewith, to Uniroyal Engineered Products, Inc., a Delaware corporation ("UEP"). I was a witness to the transaction on said date, and therefore can attest to these facts as true. Accordingly, as of May 1, 1999, the Trademarks were owned by UEP.

On June 22, 2001 pursuant to the Delaware Limited Liability Company Act, UEP was converted from a Delaware corporation to Uniroyal Engineered Products, LLC, a Delaware limited liability company ("UEP LLC"). A true copy of the Certificate of Conversion is attached hereto. Accordingly, as a result of this conversion, which took place on June 22, 2001, UEP LLC is now the owner of the Trademarks.

FURTHER AFFIANT SAYETH NOT.

UNIROYAL TECHNOLOGY CORPORATION,
a Delaware corporation



Oliver J. Janney, Executive Vice President, General
Counsel and Secretary


State of Florida)
) SS
County of Sarasota)

On this 25th day of September, 2001, before me, a Notary Public in and for the County and State aforesaid, appeared Oliver J. Janney, to me personally known to be the same person who subscribed to the foregoing instrument, and acknowledged that execution of said document was a free and voluntary act for the uses and purposes therein expressed.

WITNESS my hand and seal the day and year last above given.

Carol A. Kunerth
Notary Public

My Commission Expires:

 Carol A. Kunerth
My Commission CC
Expires June 20, 2002

UNIROYAL ENGINEERED PRODUCTS, INC.,
a Delaware corporation

Oliver J. Janney
Oliver J. Janney, Executive Vice President, General
Counsel and Secretary


State of Florida)
) SS
County of Sarasota)

On this 25th day of September, 2001, before me, a Notary Public in and for the County and State aforesaid, appeared Oliver J. Janney, to me personally known to be the same person who subscribed to the foregoing instrument, and acknowledged that execution of said document was a free and voluntary act for the uses and purposes therein expressed.

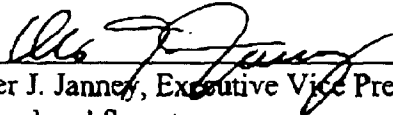
WITNESS my hand and seal the day and year last above given.

Carol A. Kunerth
Notary Public

My Commission Expires:

 Carol A. Kunerth
My Commission CC740985
Expires June 20 2002

UNIROYAL ENGINEERED PRODUCTS, LLC,
a Delaware limited liability corporation




Oliver J. Janney, Executive Vice President, General
Counsel and Secretary

State of Florida)
) SS
County of Sarasota)


On this 25th day of September, 2001, before me, a Notary Public in and for the County and State aforesaid, appeared Oliver J. Janney, to me personally known to be the same person who subscribed to the foregoing instrument, and acknowledged that execution of said document was a free and voluntary act for the uses and purposes therein expressed.

WITNESS my hand and seal the day and year last above given.



Notary Public

My Commission Expires:

 Carol A. Kunerth
My Commission CC769885
Expires June 20, 2002

SCHEDULE A

UNIROYAL TECHNOLOGY CORPORATION

Country	Trademark	Reg. No./ Serial No.	Registration/Filing Date
United States	SOLIDBOND	2390606	September 26, 2000
United States	SOLIDSEAL (STYLIZED)	2388241	September 19, 2000

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "UNIROYAL ENGINEERED PRODUCTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "UNIROYAL ENGINEERED PRODUCTS, INC." TO "UNIROYAL ENGINEERED PRODUCTS, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-SECOND DAY OF JUNE, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2958290 8100V
010295023

AUTHENTICATION: 1198877
DATE: 06-19-01

TRADEMARK
REEL: 002376 FRAME: 0206

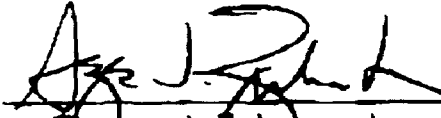
**CERTIFICATE OF CONVERSION
OF
UNIROYAL ENGINEERED PRODUCTS, INC.
(a Delaware corporation)
INTO
UNIROYAL ENGINEERED PRODUCTS, LLC
(a Delaware limited liability company)**

It is hereby certified that:

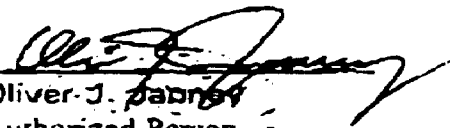
1. Uniroyal Engineered Products, Inc. (the "Corporation") is a corporation organized and existing under the laws of the State of Delaware.
2. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 22, 1998.
3. The Corporation will be converted to a Delaware limited liability company having the name Uniroyal Engineered Products, LLC, effective June 22, 2001.
4. The conversion of the Corporation into a Delaware limited liability company was approved in accordance with the provisions of Section 266(b) of the Delaware General Corporation Law.

The undersigned corporation has caused this Certificate of Conversion to be signed on this eighteenth day of June, 2001, by its authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

UNIROYAL ENGINEERED PRODUCTS, INC.

By: 
George J. Zularas, Jr.
Vice President

Attest:


Oliver J. Pabney
Authorized Person

State of Delaware
Office of the Secretary of State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "UNIROYAL ENGINEERED PRODUCTS, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-SECOND DAY OF JUNE, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2958290 8100V

AUTHENTICATION: 1198877

010295023

DATE: 06-19-01
TRADEMARK

REEL: 002376 FRAME: 0208

CERTIFICATE OF FORMATION

OF

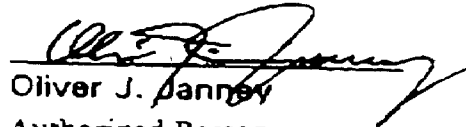
UNIROYAL ENGINEERED PRODUCTS, LLC

1. The name of the limited liability company is: UNIROYAL ENGINEERED PRODUCTS, LLC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. (Insert any other matters the members determine to include herein. For instance, this Certificate may be made effective on a date or time later than that of filing. If a later effective date is desirable, set forth as an additional item: "This Certificate of formation shall be effective on June 22, 2001".)

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation this 19th day of June, 2001.


Oliver J. Jannay
Authorized Person