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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Rockwell Heavy Vehicle Systems, Inc.

10/01/01

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Meritor Heavy Vehicle Systems, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 2135 West Maple Road  
City: Troy State: MI Zip: 48084

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: 08/11/1997

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
 1,937,274 Registered 11/21/1995

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Karin H. Butchko  
 Internal Address: Carlson, Gaskey & Olds, P.C.  
 Street Address: 400 West Maple Road  
 Suite 350  
 Birmingham MI 48009  
 City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 50-1482  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.*

Karin H. Butchko      *Karin Butchko*      September 28, 2001  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/10/2001 LMUELLER 00000156 1937274 01 FC:481 40.00 DP

TRADEMARK REEL: 002381 FRAME: 0580

KK

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.



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

Edward J. Freel, Secretary of State

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971272486

AUTHENTICATION: 8607590

DATE: 08-15-97

TRADEMARK

REEL: 002381 FRAME: 0581

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

L. P. Yost  
L. P. Yost

B. E. Reed  
B. E. Reed

Date: August 11, 1997