

03-05-2002

KS ONLY

Patent and Trademark Office

Tab settings

To the Honorable Commis:



102001895

1. Name of conveying party(

Raybestos Aftermarket Products Company
964 E. Market Street
Crawfordsville, IN 47933

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

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

3. Nature of conveyance:

MPD
2/12/02

- Assignment
Security Agreement
Other
Merger
Change of Name

Execution Date: December 30, 2001

record the attached original documents or copy thereof.

Name and address of receiving party(ies):

Name: Raytech Systems, Inc.

Internal Address:

Street Address: 312 St. Clair, Street

City: Sullivan State: IN ZIP: 49882

- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,678,426
1,822,121
1,673,388
2,113,643
1,739,690
1,738,236

Additional numbers attached? Yes No

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

Name: Russell W. Pyle

Internal Address: Pyle & Piontek

Street Address: 221 North LaSalle St.
Suite 850

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved:

6

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

10-1324

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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.

Russell W. Pyle
Name of Person Signing

[Signature]

Signature

1/21/02

Date

Total number of pages comprising cover sheet

5

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RAYBESTOS AFTERMARKET PRODUCTS COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "RAYTECH SYSTEMS, INC." UNDER THE NAME OF "RAYTECH SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2001, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3029079 8100M

AUTHENTICATION: 1519284

010655841

DATE: 12-20-01

TRADEMARK

REEL: 002453 FRAME: 0080

DEC-19-2001 14:54

C.T CORP

1 212 247 2882 P.05/10

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****RAYBESTOS AFTERMARKET PRODUCTS COMPANY****INTO****RAYTECH SYSTEMS, INC.**

Raytech Systems, Inc., a corporation organized and existing under the laws of Delaware. DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 13th day of April, 1999 pursuant to the Delaware General Corporation Law.

SECOND: That this corporation owns all of the outstanding shares of the stock of Raybestos Aftermarket Products Company, a corporation incorporated on the 13th day of November, 1991 pursuant to the Delaware General Corporation Law.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated December 13, 2001, determined to and did merge into itself said Raybestos Aftermarket Products Company and Raytech Systems, Inc. became the surviving corporation:

RESOLVED, that Raytech Systems, Inc. merge, and it hereby does merge, into itself Raybestos Aftermarket Products Company, and assumes all of its obligations; and further

RESOLVED, that the merger shall become effective on December 30, 2001; and further

RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Raybestos Aftermarket Products Company and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 12/19/2001
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DEC-19-2001 14:55

C.T CORP

1 212 247 2882 P.06/10


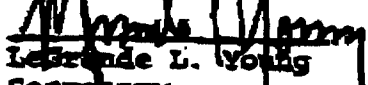
FOURTE: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of Raytech Systems, Inc. at any time prior to the date of filing the merger with the Secretary of State.

FIFTH: That the plan of merger is on file at the principal place of business of Raytech Systems, Inc., 312 S. St. Clair Street, Sullivan, IN 49882 and copies will be furnished upon request and without cost to any shareholder.

IN WITNESS WHEREOF, said Raytech Systems, Inc. has caused this Certificate to be signed by John B. Devlin, its Treasurer, and attested by LeGrande L. Young, its Secretary, this 17th day of December 2001.

RAYTECH SYSTEMS, INC.

By: 
John B. Devlin
Treasurer

Attest: 
By: 
LeGrande L. Young
Secretary

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF NOTICE OF MERGER

of

RAYTECH SYSTEMS, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Notice of Merger of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

RAYBESTOS AFTERMARKET PRODUCTS COMPANY

a(n) Delaware For-Profit Foreign Corporation qualified in Indiana

merged with and into the surviving entity:

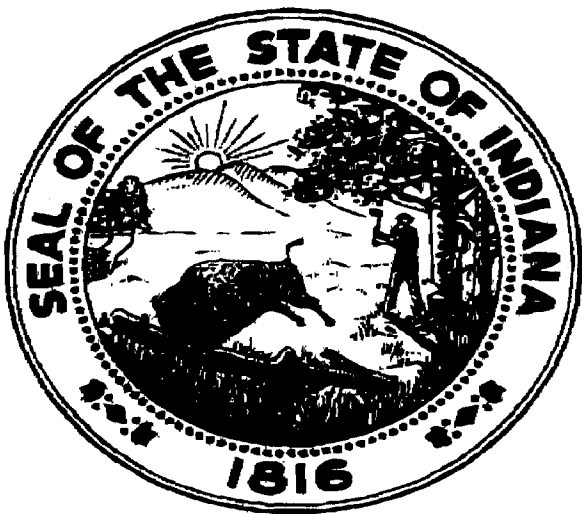
RAYTECH SYSTEMS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, December 28, 2001.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 28, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE



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