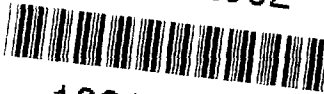


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

K-N Holdings II, Inc.

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

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

2. Name and address of receiving party(ies)

Name: WMI Holding Corp.

Internal Address:

Street Address: 565 Fifth Ave., 4th Fl.

City: New York State: NY Zip: 10017

- 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: 03/13/2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,094,277 WABASH 759,128 WM and Design

Additional number(s) attached Yes No

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

Name: Natascha B.M. Feenstra

Internal Address: Torys LLP

6TON11 0000118764

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

Refund Ref 07/12/2002

CHECK Refund Total: \$25.00

Street Address: 237 Park Avenue

City: New York State: NY Zip: 10017-3142

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.

Natascha B.M. Feenstra

Name of Person Signing

Signature

7/11/02

Date

6

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

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

07/12/2002 6TON11 00000143 1094277

01 FC:481 40.00 OP 02 FC:482 25.00 OP

TRADEMARK REEL: 002542 FRAME: 0497

Office of the Secretary of State

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I, WILLIAM T. QUILLEN, 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 "K-N HOLDINGS II, INC.", CHANGING ITS NAME FROM "K-N HOLDINGS II, INC." TO "WABASH MAGNETICS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1993, AT 9 O'CLOCK A.M.



*William T. Quillen*

William T. Quillen, Secretary of State

0921819 8100

944009018

AUTHENTICATION: 7012856

DATE: 03-28-94

TRADEMARK

REEL: 002542 FRAME: 0498

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

K-N Holdings II, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Directors of said corporation, by written consent, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of K-N Holdings II, Inc. be amended by changing Article One thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is Wabash Magnetics, Inc."

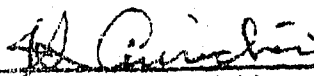
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said K-N Holdings II, Inc. has caused this certificate to be signed by Joseph L. Aurichio, its President, and attested by John H. FitzSimons, Secretary this 24th day of November, 1993.

K-N HOLDINGS II, INC.


BY:



Joseph L. Aurichio

President

ATTEST:

  
John H. FitzSimons, Secretary

TOTAL P. 02

TRADEMARK  
REEL: 002542 FRAME: 0499

State of Delaware  
Office of the Secretary of State

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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 AMENDMENT OF "WABASH MAGNETICS, INC.", CHANGING ITS NAME FROM "WABASH MAGNETICS, INC." TO "WMI HOLDING CORP.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MARCH, A.D. 2001, AT 11:59 O'CLOCK A.M.

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

0921819 8100

AUTHENTICATION: 1035216

010125105

DATE: 03-21-01

**TRADEMARK**  
**REEL: 002542 FRAME: 0500**

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
WABASH MAGNETICS, INC.

Wabash Magnetics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Directors of said corporation, by written consent, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Wabash Magnetics, Inc. be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is WMI Holding Corp."

SECOND: That in lieu of a meeting and vote of stockholder, the stockholders have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.


FOURTH: This Certificate of Amendment of Certificate of Incorporation shall become effective upon the filing hereof, with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by John H. FitzSimons, its Vice President, and attested by Moira F. Stiller, its Assistant Secretary, this 21<sup>st</sup> day of March, 2001.

WABASH MAGNETICS, INC.

By:   
John H. FitzSimons  
Vice President

ATTEST:

By:   
Moira F. Stiller  
Assistant Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:59 AM 03/13/2001  
010125105 - 0921819

P. 02

FAX NO. 2125995105

MAR-21-01 MED 11:03 AM PATTERSON PLANNING

TRADEMARK  
REEL: 002542 FRAME: 0501

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

BE IT REMEMBERED, that on this 21<sup>st</sup> day of March 2001, personally came before me, a Notary Public in and for the County and State aforesaid, John H. FitzSimons, Vice President of Wabash Magnetics, Inc., a corporation of the State of Delaware, and he duly executed the foregoing Certificate of Amendment before me and acknowledged the said Certificate to be his act and deed and the act and deed of the said corporation; and the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this  
21<sup>st</sup> day of March, 2001.

  
\_\_\_\_\_  
Notary Public

DAWN E. ROBERTS  
Notary Public, State of New York  
No. 01RO5046850  
Qualified in New York County  
Commission Expires July 17, 2001