

11/25/02 TR



Tab settings

To the Honorable Commissioner of Patents and

102291762

original documents or copy thereof.

1. Name of conveying party(ies):

The Marmon Corporation

MRS  
11-25-02

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: February 28, 2002

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

Name: Marmon LLC

Internal Address:

Street Address: 225 West Washington Street

City: Chicago State: IL ZIP: 60606

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

1763601

Additional numbers  Yes  No

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

Name: Thomas W. Ryan, Esq.

Internal Address: Piper Rudnick

Street Address: P.O. Box 64807

City: Chicago State: IL ZIP: 60664

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:

18-2284

11/26/2002 6TON11 00000054 1763601

DO NOT USE THIS SPACE

01 FC:8521

40.00 DP

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.

Thomas W. Ryan

Name of Person Signing

Signature

11/20/2002

Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

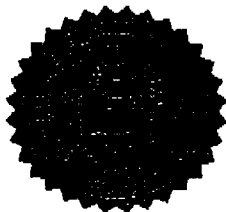
# Delaware

PAGE 1

*The First State*

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 "THE MARMON CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE MARMON CORPORATION" TO "MARMON LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0818666 8100V

AUTHENTICATION: 1729807

020248514

DATE: 04-18-02

TRADEMARK  
REEL: 002621 FRAME: 0594

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 09:00 AM 02/27/2002  
 020132551 - 0818666

**CERTIFICATE OF CONVERSION  
 FROM A CORPORATION TO  
 A LIMITED LIABILITY COMPANY  
 PURSUANT TO SECTION 266 OF THE  
 DELAWARE GENERAL CORPORATION LAW**

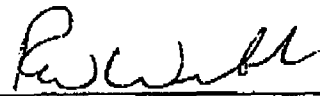
This Certificate of Conversion to Limited Liability Company is being executed on the 26th day of February, 2002.

It is certified as follows:

1. The name of the corporation immediately prior to filing this Certificate is The Marmon Corporation.
2. The date the Certificate of Incorporation was filed with the Delaware Secretary of State is November 25, 1975.
3. The original name of the corporation as set forth in the Certificate of Incorporation is Cerro-Marmon Corporation.
4. The name of the limited liability company as set forth in the Certificate of Formation is Marmon LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
6. The conversion shall be effective on February 28, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the day and year first above written.

THE MARMON CORPORATION,  
 a Delaware corporation

By:   
 Name: R.W. WEBB  
 Title: VICE PRESIDENT

NGEDOC5:2609N.0001:710091.1

TOTAL P.10