

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shuttleworth Exhaust Systems Inc.	533116 Ontario Limited	01/01/2000	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	Lubrizol Canada Limited
Street Address:	5800 Thorold Stone Road
City:	Niagara Falls, Ontario
State/Country:	CANADA
Postal Code:	L2E6V2
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1524406	THE INSTALLER FRIENDLY MUFFLER

CORRESPONDENCE DATA	
Fax Number:	(440)347-1110
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(440) 943-4200
Email:	aaz@lubrizol.com
Correspondent Name:	The Lubrizol Corporation
Address Line 1:	29400 Lakeland Boulevard
Address Line 4:	Wickliffe, OHIO 44092

DOMESTIC REPRESENTATIVE	
Name:	
Address Line 1:	
Address Line 2:	
Address Line 3:	
Address Line 4:	

NAME OF SUBMITTER:	Andrea A. Zwegat
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CH \$40.00 1524406

Total Attachments: 7

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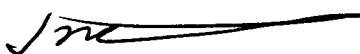
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NOTARIAL CERTIFICATE

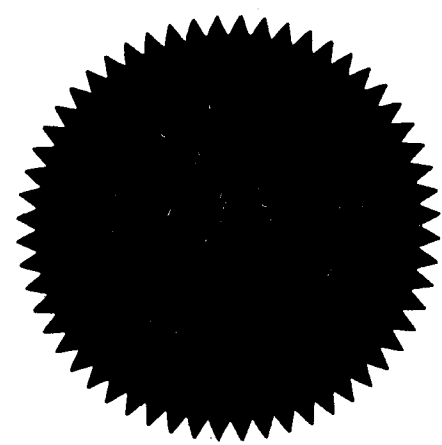
I, JOHN MARK STINSON, am a notary public duly appointed for the Province of Ontario.

I certify that I have compared the attached copy with the original articles of amalgamation of LUBRIZOL CANADA LIMITED upon which is endorsed a certificate of the Director appointed under the *Business Corporations Act* certifying that such articles are effective on January 1, 2000, and that the attached copy is a true copy of that original.

I have signed this certificate and sealed it with my notarial seal at the City of Toronto, in the Province of Ontario on January 6, 2000.



A Notary Public in the Province of Ontario



5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présentes statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Lubrizol Canada Limited	69368	December 29, 1999
Engine Control Systems Ltd.	1120360	December 29, 1999
Big Diesel Exhaust & Filtration Systems Inc.	1366503	December 29, 1999
Shuttelworth Exhaust Systems Inc.	533116	December 29, 1999
Shuttelworth Moulded Products Limited	57654	December 29, 1999
1068678 Ontario Limited	1068678	December 29, 1999

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercises.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

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There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privileges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

Not applicable.

9. The issue, transfer or ownership of shares is/is no restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

- (a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
- (b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

(a) that the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) that any invitation to the public to subscribe for any securities of the Corporation is hereby prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

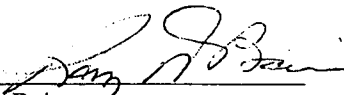
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

Lubrizol Canada Limited

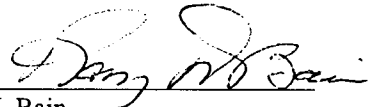
Engine Control Systems Ltd.


By: 
William E. Goodfellow
Director

By: 
Ray H. Bain
Director

Big Diesel Exhaust & Filtration Systems Inc.

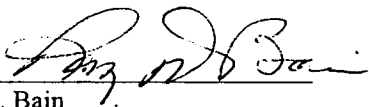
Shuttelworth Exhaust Systems Inc.

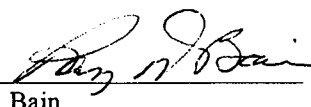
By: 
Ray H. Bain
Director

By: 
Ray H. Bain
Director

Shuttelworth Moulded Products Limited

1068678 Ontario Limited

By: 
Ray H. Bain
Director

By: 
Ray H. Bain
Director