

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	Conversion
------------------------------	------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Warner Electric Technology, Inc.		07/02/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Warner Electric Technology LLC
Street Address:	9211 Forest Hill Ave.
Internal Address:	Suite 109
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23235
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	855964	SE

CORRESPONDENCE DATA	
Fax Number:	(703)610-6200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-610-6100
Email:	boxip@hhlaw.com
Correspondent Name:	Valerie Brennan
Address Line 1:	8300 Greensboro Drive, Suite 1100
Address Line 2:	Box Intellectual Property
Address Line 4:	McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	65115.28
--------------------------------	----------

NAME OF SUBMITTER:	Valerie Brennan
---------------------------	-----------------

Total Attachments: 2 source=DOC050#page1.tif source=DOC050#page2.tif

CH \$40.00 855964

Delaware

PAGE 1

The First State

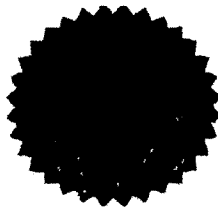
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WARNER ELECTRIC TECHNOLOGY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WARNER ELECTRIC TECHNOLOGY, INC." TO "WARNER ELECTRIC TECHNOLOGY LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2004, AT 1:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JULY, A.D. 2004, AT 11:59 O'CLOCK P.M.

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

3142046 8100V

040491109



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3212316

DATE: 07-02-04

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:29 PM 07/02/2004
 FILED 01:26 PM 07/02/2004
 SRV 040491108 - 3142046 FILE

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
 OF
 WARNER ELECTRIC TECHNOLOGY, INC.
 TO
 WARNER ELECTRIC TECHNOLOGY LLC**


This Certificate of Conversion to Limited Liability Company, dated as of July 2, 2004, has been duly executed and is being filed by WARNER ELECTRIC TECHNOLOGY, INC., a Delaware corporation (the "Company"), and Thomas M. O'Brien, as an authorized person of WARNER ELECTRIC TECHNOLOGY LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, *et seq.*) (the "GCL").


1. The Company's name when it was originally incorporated was Warner Electric Technology, Inc., and the Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Warner Electric Technology, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on December 14, 1999, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is Warner Electric Technology LLC.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.
6. The effective time of the conversion shall be at 11:59 p.m. on July 2, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

WARNER ELECTRIC TECHNOLOGY, INC.

By:


 Name: Thomas M. O'Brien
 Title: Senior Vice President,
 General Counsel and Secretary


 Thomas M. O'Brien
 Authorized Person of LLC