

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/09/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hayes Brake, Inc.		10/27/2000	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Hayes Brake Holding Company, LLC
Street Address:	159 S. Main St., Suite 725
City:	Akron
State/Country:	OHIO
Postal Code:	44308
Entity Type:	limited liability company: OHIO

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	75324613	HAYES
Serial Number:	75324612	DISC BRAKES HAYES
Serial Number:	75324614	
Serial Number:	75324615	DISC BRAKES HAYES

CORRESPONDENCE DATA

Fax Number: (203)975-7180
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 203-353-6834
 Email: clondon@edwardsangell.com
 Correspondent Name: Christina London
 Address Line 1: 301 Tresser Boulevard
 Address Line 4: Stamford, CONNECTICUT 06901

NAME OF SUBMITTER:	Christina London
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CH \$115.00 75324613

Signature:	/christina london/
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Date:	06/20/2005
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Total Attachments: 13
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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/14/2000	200031901130	MERGER/FOREIGN (FMR)	50.00	10.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BUCKINGHAM, DOOLITTLE, BURROUGHS, LLP
 BRENT ROSENTHAL
 88 E. BROAD STREET - 16TH FLOOR
 COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1188042

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HAYES BRAKE HOLDING COMPANY, LLC

and, that said business records show the filing and recording of:

Document(s)
MERGER/FOREIGN

Document No(s):
200031901130



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 9th day of November,
 A.D. 2000.

J. Kenneth Blackwell
 Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please

call **Customer Service:**

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form
 Yes

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Hayes Brake Holding Company, LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number _____
- Domestic (Ohio) non-profit corporation, charter number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) limited liability company, with registration number 1188042
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) limited partnership, with registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio. _____
- Domestic (Ohio) partnership having limited liability, with the registration number _____

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J. Kenneth Blackwell
Secretary of State

Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and **not** licensed to transact business in the state of Ohio.

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
Hayes Brake, Inc. 2642-84	Nevada	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Lee S. Walko	75 E. Market Street	
(name)	(street and number)	
Akron	Ohio	44308
(city, village or township)	(state)	(zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: NOV. 9, 2000 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

BDB Agent Co.	50 S. Main Street	
(name)	(street and number)	
Akron	Ohio	_____
(city, village or township)	(state)	(zip code)

(This item **MUST** be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

J. Kenneth Blackwell
Secretary of State

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address)

(city, township, or village) (county) (state) (zip code)

J. Kenneth Blackwell
Secretary of State

(d.) The principal office location in the state of Ohio shall be:

(street address)

(city, township, or village) (county) (state) (zip code)
(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address)

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

J. Kenneth Blackwell
Secretary of State

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street name and number)
_____, Ohio
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) (street and number)
_____, Ohio
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Hayes Brake Holding Company, LLC
(Exact name of entity)

Hayes Brake, Inc.
(Exact name of entity)

By: Joseph R. Welby
Its: First Vice President of American Fidelity Group, Inc., its Manager
Date: Oct. 27, 2000

By: Joseph R. Welby
Its: Secretary/Treasurer
Date: Oct. 27, 2000

J. Kenneth Blackwell
Secretary of State

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

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(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

OCT 30 2000

IN THE OFFICE OF
Dean Hill
DEAN HILLER SECRETARY OF STATE

**ARTICLES OF MERGER
HAYES BRAKE, INC.
AND
HAYES BRAKE HOLDING COMPANY, LLC**

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign limited liability company and the domestic company herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Hayes Brake, Inc., a business corporation organized and existing under the laws of the State of Nevada, with and into Hayes Brake Holding Company, LLC, a limited liability company organized and existing under the laws of the State of Ohio. The said Plan of Merger has been adopted by the Board of Directors of Hayes Brake, Inc. and by the Members and Managers of Hayes Brake Holding Company, LLC.
2. The said Plan of Merger was approved by the unanimous written consent of the stockholders of Hayes Brake, Inc. pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.
3. The merger of Hayes Brake, Inc. with and into Hayes Brake Holding Company, LLC is permitted by the laws of the jurisdiction of organization of Hayes Brake Holding Company, LLC and has been authorized in compliance with said laws, by which Hayes Brake Holding Company, LLC is governed.
4. No amendments to the Articles of Organization of Hayes Brake Holding Company, LLC are effected by the merger herein provided for.
5. The specified address of Hayes Brake Holding Company, LLC where copies of process may be sent by the Secretary of State of the State of Nevada, served pursuant to the provisions of Section 78.461, Nevada Revised Statutes, in a proceeding to enforce any obligation or the rights of dissenting shareholders of Hayes Brake, Inc., unless Hayes Brake Holding Company, LLC has designated in writing to the Secretary of State of the State of Nevada a different address for that purpose is: 75 E. Market Street, Akron, Ohio 44308.

6. The merger herein provided for shall become effective in the State of Nevada on October 30, 2000.

Signed on:

HAYES BRAKE, INC.

HAYES BRAKE HOLDING COMPANY, LLC

By: Brennan Industrial Group, Inc.
Its: Manager

By: Joseph R. Weber
Joseph R. Weber, Vice President

By: Joseph R. Weber
Joseph R. Weber, Vice President

By: Lee S. Walko
Lee S. Walko, Assistant Secretary

By: Lee S. Walko
Lee S. Walko, Assistant Secretary

STATE OF OHIO)
) ss
COUNTY OF SUMMIT)

Before me, a Notary Public in and for said County and State, personally appeared Joseph R. Weber and Lee S. Walko, who being first duly sworn, did acknowledge that they did execute the foregoing Agreement of Plan and Merger and that the same was their free act and deed and the duly authorized and free act of said corporations.

In testimony whereof, I have hereunto set my hand and official seal this 27th day of October, 2000.

JULIE A. REICHENBACH
Notary Public, State of Ohio
My Commission Expires
October 27, 2001

Julie Reichenbach Hoover
Notary Public

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made this 27th day of October, 2000, between Hayes Brake, Inc., a Nevada corporation ("Merging Corporation") and Hayes Brake Holding Company, LLC, an Ohio limited liability company ("Surviving Company").

RECITALS

A. The original Articles of Incorporation of Merging Corporation were filed in the office of the Secretary of State of Nevada on April 16, 1984. The Merging Corporation is authorized to issue one thousand five hundred shares of common stock without par value, of which one hundred (100) shares are now outstanding.

B. The original Articles of Organization of Surviving Company were filed in the office of the Secretary of State of Ohio on October 20, 2000.

C. The Sole Stockholder and Member of the Merging Corporation and the Surviving Company (hereinafter collectively referred to as the "Constituent Companies") and the Manager of the Surviving Company and the Board of Directors of the Merging Corporation, deem it advisable that the Constituent Companies be merged under the law of Ohio and Nevada, and such stockholder, member, board of directors, and manager have approved this Agreement by written resolution.

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements and promises set forth in this Agreement, the Constituent Companies do hereby agree that Merging Corporation be and hereby is merged with and into Surviving Company (the "Merger"), and that the terms and conditions of the Merger, the mode of carrying it into effect, and the manner and basis of converting the shares of the Merging Corporation are and will be as follows:

1. INCORPORATION OF RECITALS. The recitals contained above are incorporated herein by this reference.

2. NAME. The name of the Surviving Company will be Hayes Brake Holding Company, LLC.

3. TERMS OF OPERATION. The present Operating Agreement of the Surviving Company will be the Operating Agreement of the Surviving Company until changed or repealed according to the provisions of the Operating Agreement.

4. PLAN OF MERGER. The mode of carrying into effect the Merger of the Merging Corporation into the Surviving Company and the basis of converting the shares of the Merging Corporation into the membership interests in the Surviving Company will be as follows:

- (a) because the beneficial interests of the equity owner for each of the Constituent Companies is the same person, no

additional membership interests of the Surviving Company need be issued or distributed to the stockholder of the Merging Corporation to effect the Merger; and

- (b) each share of common stock of the Merging Corporation issued and outstanding on the Effective Date will be canceled and retired and cease to exist.

5. **EFFECTIVE DATE.** The Merger will become effective the date the Certificate of Merger is filed with Ohio Secretary of State and the Nevada Secretary of State ("Effective Date").

6. **EFFECT OF MERGER.** As of the Effective Date, the separate corporate existence of the Merging Corporation will cease, and the Surviving Company will succeed without other transfer, to all the rights and property of the Merging Corporation and will be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens of both the Merging Corporation and the Surviving Company will be preserved unimpaired, but limited to the property affected by the liens immediately prior to the Merger. The Surviving Company will carry on business with the assets of the Merging Corporation as well as with its own assets.

7. **STOCKHOLDER AND DIRECTOR APPROVAL.** This Agreement has been approved by the sole Stockholder and Board of Director of the Merging Corporation by unanimous written consent on October 27, 2000 and by the Sole Member and Manager of the Surviving Company on October 27, 2000.

8. **TERMINATION.** This Agreement may be terminated at any time prior to the Effective Date.

9. **COUNTERPARTS.** This Agreement may be signed in any number of duplicate copies, and all signed duplicate copies constitute an original instrument.

IN WITNESS WHEREOF, the Constituent Companies have caused this Agreement to be signed through their respective representatives.

MERGING CORPORATION:

Hayes Brake, Inc.

By: Joseph R. Weber
Joseph R. Weber, its Vice President

SURVIVING COMPANY:

Hayes Brake Holding Company, LLC

By its Sole Member:

The Brenlin Group, Inc.

By: Joseph R. Weber
Joseph R. Weber, its Vice President

By its Manager:

Brennan Industrial Group, Inc.

By: Joseph R. Weber
Joseph R. Weber, its Vice President

STATE OF OHIO)
) ss
COUNTY OF SUMMIT)

Before me, a Notary Public in and for said County and State, personally appeared Joseph R. Weber, who being first duly sworn, did acknowledge that he did execute the foregoing Agreement of Plan and Merger and that the same was his free act and deed and the duly authorized and free act of said corporations.

In testimony whereof, I have hereunto set my hand and official seal this 27th day of October, 2000.

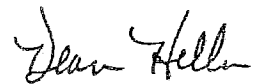
JULIE A. REICHENBACH
Notary Public, State of Ohio
My Commission Expires
October 27, 2001

Julie Reichenbach Shower
Notary Public

STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

OCT 31 '00



DEAN HELLER
Secretary of State

TRADEMARK