

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/07/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Arvin Industries, Inc.		07/07/2000	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Arvinmeritor, Inc.
Street Address:	2135 West Maple Road
City:	Troy
State/Country:	MICHIGAN
Postal Code:	48084
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	0929979	ASP
Registration Number:	0924198	ASP
Registration Number:	0951539	AWARE
Registration Number:	1130673	BENDAFIT
Registration Number:	1191641	EXOSTAR
Registration Number:	2459773	RYDE FX
Registration Number:	2579892	SLIDE
Registration Number:	1636019	A

CORRESPONDENCE DATA

Fax Number: (214)981-3400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-981-3483
 Email: dclark@sidley.com

CH \$215.00 0929979

Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 717 N. Harwood St. Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-33470
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	08/04/2006

Total Attachments: 6

source=merger-Arvin Industries#page1.tif
source=merger-Arvin Industries#page2.tif
source=merger-Arvin Industries#page3.tif
source=merger-Arvin Industries#page4.tif
source=merger-Arvin Industries#page5.tif
source=Arvin Industries schedule#page1.tif

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER
of
ARVINMERITOR, INC.

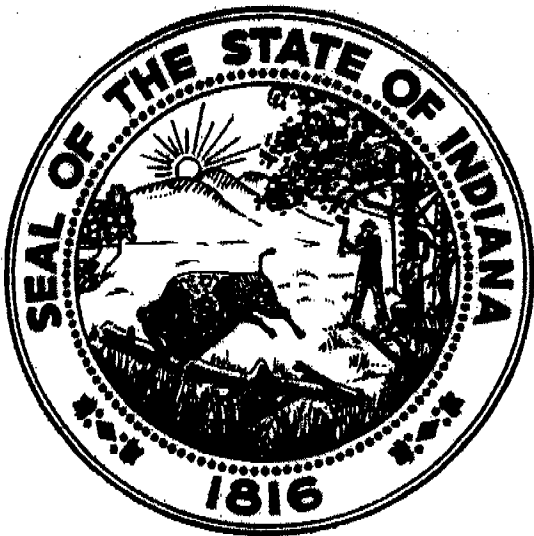
I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

ARVIN INDUSTRIES INC
a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:
ARVINMERITOR, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, July 07, 2000.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, July 7, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2000040300146 / 2000071040741

ARTICLES OF MERGER

192823-027
OF
ARVIN INDUSTRIES, INC.

WITH AND INTO
2606640300146
ARVINMERITOR, INC.

APPROVED
AND
FILED
IND. SECRETARY OF STATE

In accordance with the requirements of the Indiana Business Corporation Act (the "IBCL"), ARVIN INDUSTRIES, INC., an Indiana corporation, and ARVINMERITOR, INC., an Indiana corporation, DO HEREBY CERTIFY THAT:

ARTICLE I
Surviving Corporation

The name of the corporation surviving the merger (the "Surviving Corporation") is ArvinMeritor, Inc. The Surviving Corporation is an Indiana corporation existing pursuant to the provisions of the IBCL. The Surviving Corporation was incorporated on March 31, 2000.

ARTICLE II
Nonsurviving Corporation

The name of the corporation not surviving the merger (the "Nonsurviving Corporation") is Arvin Industries, Inc. The Nonsurviving Corporation is an Indiana corporation existing pursuant to the provisions of the IBCL. The Nonsurviving Corporation was incorporated on December 31, 1921.

ARTICLE III
Plan of Merger

The plan of merger, providing, among other things, for the merger of the Nonsurviving Corporation with and into the Surviving Corporation (the "Merger"), is set forth in the Agreement and Plan of Reorganization, dated as of April 6, 2000 (the "Merger Agreement"), by and among Meritor Automotive, Inc., a Delaware corporation, the Surviving Corporation (formerly named Mu Sub, Inc.), and the Nonsurviving Corporation. The Merger Agreement is attached hereto as Exhibit A and is made a part hereof.

07/07/2000

ARTICLE IV
Manner of Adoption and Vote

The manner of adoption and vote by which the Merger Agreement was approved and adopted by the Nonsurviving Corporation and the Surviving Corporation are as follows:

A. **Action by Nonsurviving Corporation.**

1. **Action by Directors.** At a meeting of the Board of Directors duly convened on April 6, 2000, the Board of Directors of the Nonsurviving Corporation adopted resolutions approving and adopting the Merger Agreement.
2. **Action by Stockholders.** At a special meeting of stockholders duly convened on July 6, 2000, the stockholders of the Nonsurviving Corporation approved a proposal to approve and adopt the Merger Agreement as follows:

Arvin Industries, Inc.

	<u>Common Shares</u>
Number of Outstanding Shares	25,648,926
Number of Votes Entitled to be Cast	25,648,926
Number of Votes Cast in Favor	18,314,573

The total number of undisputed votes cast in favor of the proposal to approve and adopt the Merger Agreement by the stockholders of the Nonsurviving Corporation constitutes a majority of the votes entitled to be cast by the outstanding common shares of the Nonsurviving Corporation, which vote was sufficient to approve and adopt the Merger Agreement under the IBCL.

B. **Action by Surviving Corporation**

1. **Action by Directors.** By unanimous written consent, dated April 6, 2000, the Board of Directors of the Surviving Corporation adopted resolutions approving and adopting the Merger Agreement.
2. **Action by Stockholders.** By unanimous written consent, dated April 6, 2000, the sole stockholder of the Surviving Corporation adopted resolutions approving and adopting the Merger Agreement as follows:

ArvinMeritor, Inc.

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes Cast in Favor	1,000

The total number of undisputed votes cast in favor of the approval and adoption of the Merger Agreement by the sole stockholder of the Surviving Corporation constitutes a majority of the votes entitled to be cast by the outstanding common shares of the Surviving Corporation, which vote was sufficient to approve and adopt the Merger Agreement under the IBCL.

ARTICLE V
Effective Time

The Merger shall become effective at 11:59 p.m. Eastern Daylight Time (which is 10:59 p.m. Eastern Standard Time) on July 7, 2000.

IN WITNESS WHEREOF, the Nonsurviving Corporation and the Surviving Corporation have caused these Articles of Merger to be executed by a duly authorized officer acting for and on behalf of each corporation, and the officer of each corporation verifies and affirms, subject to the penalties of perjury, that the facts contained herein are true.

Dated this 7th day of July, 2000.

ARVIN INDUSTRIES, INC.

By: Ronald R. Snyder
Name: Ronald R. Snyder
Title: V.P. General Counsel
& Secretary

ARVINMERITOR, INC.

By: Vernon G. Baker, II
Name: Vernon G. Baker, II
Title: Senior Vice President,
General Counsel and
Secretary

MERGER- ARVIN INDUSTRIES WITH MERITOR AUTOMOTIVE-SURVIVING ENTITY
ARVINMERITOR, INC.
SCHEDULE OF TRADEMARKS

Mark	Reg. No./ Serial No.	Issue Date
ASP	929979	2/29/1972
ASP LOGO	924198	11/23/1971
AWARE & DESIGN	951539	1/23/1973
BENDAFIT	1130673	2/12/1980
EXOSTAR	1191641	3/9/1982
RYDE FX	2459773	6/12/2001
SLIDE	2579892	6/11/2002
STYLIZED A DESIGN	1636019	2/26/1991