

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/24/1996		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Gates Rubber Company		07/22/1996	CORPORATION: COLORADO
RECEIVING PARTY DATA			
Name:	The Gates Corporation		
Street Address:	1551 Wewatta Street		
Internal Address:	IP Law Dept. 10-A3		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0821456	GATES	
CORRESPONDENCE DATA			
Fax Number:	(303)744-4653		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(303) 744-4313		
Email:	rp5897@gates.com		
Correspondent Name:	Curtis H. Castleman		
Address Line 1:	1551 Wewatta Street		
Address Line 2:	IP Law Dept. 10-A3		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	GATES (821456) MERGER		
NAME OF SUBMITTER:	Curtis H. Castleman		

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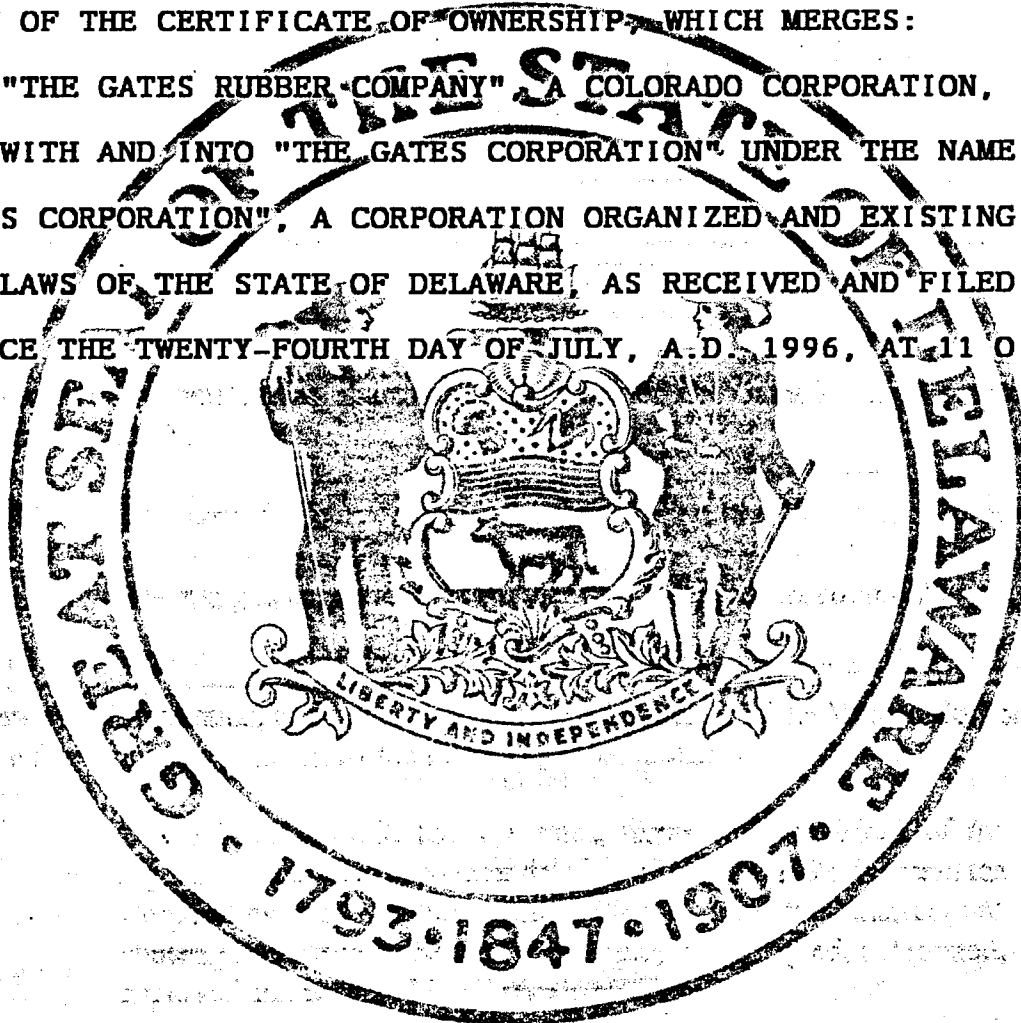
TRADEMARK  
REEL: 003524 FRAME: 0727

Signature:	/curtiscastleman/
Date:	04/18/2007
Total Attachments: 3 source=Gates Merger-Rubber Company to Corporation#page1.tif source=Gates Merger-Rubber Company to Corporation#page2.tif source=Gates Merger-Rubber Company to Corporation#page3.tif	

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE GATES RUBBER COMPANY" A COLORADO CORPORATION,  
WITH AND INTO "THE GATES CORPORATION" UNDER THE NAME OF "THE GATES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JULY, A.D. 1996, AT 11 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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960230842

AUTHENTICATION:

8059380

DATE:

08-07-96

TRADEMARK

REEL: 003524 FRAME: 0729

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**THE GATES RUBBER COMPANY  
(A Colorado Corporation)**

**INTO**

**THE GATES CORPORATION  
(A Delaware Corporation)**

Pursuant to the provisions of Section 253(a) of the General Corporation Law of the State of Delaware, the undersigned corporation DOES HEREBY CERTIFY:

1. The Gates Corporation, a Delaware corporation (the "Corporation"), owns 100 percent of the outstanding shares of capital stock of The Gates Rubber Company, a Colorado corporation ("Rubber").

2. The surviving corporation is the Corporation (the "Surviving Corporation").

3. The merged corporation is Rubber (the "Merged Corporation").

4. By unanimous written consent dated as of July 22, 1996, the Board of Directors of the Surviving Corporation, authorized and approved the merger of the Merged Corporation with and into the Surviving Corporation by the following resolutions:

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger dated as of July 22, 1996, between the Corporation and Rubber (the "Plan"), and the transactions contemplated thereby be, and they hereby are, adopted, authorized, approved and accepted in all respects;

FURTHER RESOLVED, that any and all acts of the officers of the Corporation to the date hereof in connection with the Plan and the transactions referred to in the preceding recitals and resolutions and the following resolutions are hereby in each and every respect ratified, confirmed, adopted, approved and accepted as the acts of the Corporation;

FURTHER RESOLVED, that the execution and delivery by any of the officers of the Corporation of any agreement, certificate or other document and the taking of any other action in connection with any of the foregoing matters shall evidence such officer's approval

thereof and the authority therefor and the approval and ratification by this Board and by the Corporation of such agreement, certificate, document or action; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them is, hereby authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver, or cause to be executed and delivered, all agreements, instruments, documents and certificates (including any extensions, replacements, amendments or supplements to any of the agreements, instruments, documents and certificates authorized herein) as such officer or officers deem necessary or desirable to effect the intent and accomplish the purposes of any and all of the foregoing resolutions, including, without limitation, to execute the Articles of Merger and the Certificate of Ownership and Merger contemplated in the Plan and deliver them for filing to the Secretaries of State of the State of Colorado and the State of Delaware, respectively.

5. The effective date shall be July 26, 1996, at 12:01 a.m. EDT, in compliance with Section 103(d) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been signed by the Surviving Corporation as of the 22nd day of July, 1996.

THE GATES CORPORATION, a Delaware  
corporation

By: 

Charles C. Gates, President