

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CLUTCH OPERATING COMPANY, INC.		08/07/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	ALLISON TRANSMISSION, INC.
Street Address:	4700 West 10th Street
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46222
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2625008	ALLISON TRANSMISSION
Registration Number:	1666977	ALLISON TRANSMISSION
Registration Number:	1624473	ALLISON TRANSMISSION
Registration Number:	2720112	ALLISON DOC
Registration Number:	2615428	ALLISON ELECTRIC DRIVES
Registration Number:	2686798	ALLISON TRANSMISSION
Registration Number:	2678354	
Registration Number:	1817414	RETRAN
Registration Number:	2573770	2000MH SERIES
Registration Number:	3270309	TRANSHEALTH

CORRESPONDENCE DATA

Fax Number: (714)755-8290
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$265.00 2625008

Phone: 714-540-1235
Email: ipdocket@lw.com, kristin.azcona@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive, 20th Floor
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	017637-0761
NAME OF SUBMITTER:	Kristin J. Azcona
Signature:	/kja/
Date:	08/15/2007

Total Attachments: 3
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CLUTCH OPERATING COMPANY, INC.", CHANGING ITS NAME FROM "CLUTCH OPERATING COMPANY, INC." TO "ALLISON TRANSMISSION, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2007, AT 9:07 O'CLOCK A.M.

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

4375685 8100

070895729



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5906121

DATE: 08-07-07

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 003602 FRAME: 0501

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CLUTCH OPERATING COMPANY, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Clutch Operating Company, Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. the Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST and inserting in lieu thereof a new Article FIRST to read as follows:

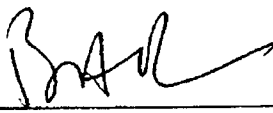
FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Allison Transmission, Inc.

2. the directors of the Corporation, by unanimous written consent approved the foregoing amendment; and
3. the sole stockholder of the Corporation, by written consent approved the foregoing amendment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and executed in its corporate name by Brian A. Bernasek, its President, on this 7th day of August, 2007.

By: 
Name: Brian A. Bernasek
Title: President

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