

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
Tecumseh Power Company		10/14/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	TecumsehPower Company		
Street Address:	900 North Street		
City:	Grafton		
State/Country:	WISCONSIN		
Postal Code:	53024		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2744230	LEAP LOW EMISSION, ADVANCED PERFORMANCE	
CORRESPONDENCE DATA			
Fax Number:	(414)223-5000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-273-2100		
Email:	splagemann@whdlaw.com		
Correspondent Name:	Whyte Hirschboeck Dudek S.C.		
Address Line 1:	555 E Wells St, Ste1900		
Address Line 2:	Attn: Suzanne Plagemann		
Address Line 4:	Milwaukee, WISCONSIN 53202-3819		
ATTORNEY DOCKET NUMBER:	CTPC-35766		
NAME OF SUBMITTER:	Suzanne Plagemann		
Signature:	/Suzanne Plagemann/		
Date:	07/28/2009		

CH \$40.00 2744230

Total Attachments: 3

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Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TECUMSEH POWER COMPANY", CHANGING ITS NAME FROM "TECUMSEH POWER COMPANY" TO "TECUMSEHPower COMPANY", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2008, AT 1:48 O'CLOCK P.M.

3585295 8100

090401379

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7268354

DATE: 04-27-09

TRADEMARK
REEL: 004032 FRAME: 0590

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

TECUMSEH POWER COMPANY

1. That Sally A. Ward is the duly elected and acting Assistant Secretary of Tecumseh Power Company, a Delaware corporation (the "Corporation"), and the date of filing of the Corporation's original Certificate of Incorporation was October 29, 2002 under the name Tecumseh Power Company.

2. That the Amended and Restated Certificate of Incorporation of the Corporation set forth below has been duly adopted in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law. Pursuant to Section 228 of the Delaware General Corporation Law, the stockholders have unanimously approved this Amended and Restated Certificate of Incorporation.

3. That the Certificate of Incorporation of the Corporation shall be amended and restated to read in its entirety as follows:

1. The name of the corporation is TecumsehPower Company.

2. The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is Three Thousand (3,000). All such shares are to be Common Stock, no par value per each share, and are to be of one class.

5. The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Julie H. Goldsworthy	840 West Long Lake Road Suite 200 Troy, Michigan 48098

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws if the corporation.

8. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

9. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

12. Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them, and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed this 14th day of October, 2008.



Sally A. Ward
Assistant Secretary