U.S. Department of Commerce FORM PTO-1618A 01-18-2001 Expires 06/30/99 OMB 0651-0027 **TRADEMARK** 101586697 RECORDATION FURM COVER SHEET TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies). **Submission Type** Conveyance Type X **Assignment** License New Resubmission (Non-Recordation) **Security Agreement Nunc Pro Tunc Assignment** Document ID # **Effective Date** Month Day Year Merger **Correction of PTO Error** Reel # Frame # **Change of Name Corrective Document** Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached **Execution Date** Month Day Year Name DAYCO PRODUCTS, INC. 09 13 2000 Formerly Individual General Partnership **Limited Partnership** Corporation **Association** Other Citizenship/State of Incorporation/Organization DELAWARE **Receiving Party** Mark if additional names of receiving parties attached DAYCO PRODUCTS, LLC DBA/AKA/TA Composed of Address (line 1) Address (line 2) PRESTIGE PLACE 45401-1004 Address (line 3) OHIO DAYTON State/Country Zip Code If document to be recorded is an Individual **General Partnership Limited Partnership** assignment and the receiving party is not domiciled in the United States, an Corporation Association appointment of a domestic representative should be attached. (Designation must be a separate Limited Liability Company document from Assignment.) Citizenship/State of Incorporation/Organization DELAWARE FOR OFFICE USE ONLY 01/18/2001 MTHAI1 00000006 040375 1266305 01 FC:481 40.00 CH Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS. Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Representative Name and Address Enter for the first Receiving Party only.			
Name	JOSEPH V. TASSONE		
Address (line 1)	DAYCO PRODUCTS, LLC		
Address (line 2)	LEGAL DEPARTMENT		
Address (line 3)	1 PRESTIGE PLACE	And the second s	
Address (line 4)	DAYTON, OHIO 45401-10	04	
Correspondent Name and Address Area Code and Telephone Number (937) 226-5725			
Name	JOSEPH V. TASSONE		
Address (line 1)	DAYCO PRODUCTS, LLC		
Address (line 2)	LEGAL DEPARTMENT		
Address (line 3)	1 PRESTIGE PLACE		
Address (line 4)	DAYTON, OHIO 45401-10	04	
Pages	Enter the total number of pag including any attachments.	es of the attached conveyance	document # 3
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached			
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).			
Trac	demark Application Number(s		istration Number(s)
		1266305	
Number of Properties Enter the total number of properties involved. # 1			
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00			
Method of Payment: Enclosed Deposit Account X Deposit Account			
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 04-0375			
	Aut	thorization to charge additional fee	s: Yes X No
Statement and Signature			
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.			
(P + P + p)			
ori L. Kell	<u> </u>	Jon J. Kelley	December $2/$, 2000
Name	of Person Signing	Signature //	Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE
CORPORATION UNDER THE NAME OF "DAYCO PRODUCTS, INC." TO A
DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM
"DAYCO PRODUCTS, INC." TO "DAYCO PRODUCTS, LLC", FILED IN THIS
OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 4
O'CLOCK P.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0673245

DATE: 09-13-00

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001462286

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

DAYCO PRODUCTS, INC.

TO

DAYCO PRODUCTS, LLC

This Certificate of Conversion to Limited Liability Company, dated as of September 13, 2000, is being duly executed and filed by Dayco Products, Inc., a Delaware corporation (the "Corporation"), and Mark IV Industries, Inc., a Delaware corporation, as an authorized person of Dayco Products, LLC, a Delaware limited liability company (the "LLC"), to convert the Corporation to the LLC under the General Corporation Law of the State of Delaware (8 Del. C. §101, et seq.)() and the Delaware Limited Liability Act (6 Del. C. §18-101, et seq.).

- 1. The Corporation's name when it was originally incorporated and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Dayco Products, Inc.
- 2. The date the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware was September 29, 1986.
- 3. The name of the LLC into which the Corporation shall be converted as set forth in its certificate of formation is Dayco Products, LLC.
- 4. The conversion of the Corporation to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware.
- 5. The conversion of the Corporation to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation of the LLC with the Secretary of State of the State of Delaware.

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 04:00 PM 09/13/2000 001462286 - 2102956

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

DAYCO PRODUCTS, INC.

By: _____ Name:

William P. Montague

Title:

President

MARK IV INDUSTRIES, INC., as authorized person

Name:

William P. Montague

Title:

President

CH_DOCS\268103.1 [W97]

RECORDED: 12/27/2000