



To the Director, U.S. Patent and Trademark

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1al documents or copy thereof.

<p>1. Name of conveying party: (List using letters or numbers for multiple parties) Motion Technologies, LLC</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Fallbrook Technologies, Inc. Internal Address: Street Address: 2018 Winterwarm Road City: Fallbrook State: CA ZIP: 92028</p> <p>Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Conversion of CA LLC to DE Inc.</p> <p>Execution Date: (List as in section 1 if multiple signatures) April 13, 2004</p>	<p>4. Application number(s) or Patent number(s): <input checked="" type="checkbox"/> Patent Application No.: 10/418509 Filing Date: April 16, 2003 <input checked="" type="checkbox"/> Patent No.: 6,419,608 – Issued: July 16, 2002 Patent No.: 6,551,210 – Issued: April 22, 2003 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ned A. Israelsen KNOBBE MARTENS OLSON & BEAR LLP 2040 Main Street Fourteenth Floor Irvine, CA 92614 Customer No. 20,995 Return Fax: (949) 760-9502 Attorney's Docket No.: LINEARB.7C1C1</p>	<p>6. Total number of applications and patents involved: 3</p> <p>7. Total fee (37 CFR 1.21(h)): \$120 <input checked="" type="checkbox"/> Enclosed</p> <p>8. Deposit account number: 11-1410 Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>
<p>9. 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.</p> <p>Name of Person Signing _____ Signature _____</p> <p>Ned A. Israelsen</p> <p>Registration No. 29,655</p> <p>Total number of pages including cover sheet, attachments and document: 3</p>	

5-25-2004
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State of California
Kevin Shelley
Secretary of State

File # _____

CERTIFICATE OF CONVERSION

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF CONVERTED ENTITY FALLBROOK TECHNOLOGIES INC.		
2. FORM OF ENTITY CORPORATION	3. JURISDICTION DELAWARE	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE 2018 WINTERWARM ROAD	CITY AND STATE FALLBROOK, CA	ZIP CODE 92028
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE 2018 WINTERWARM ROAD	CITY AND STATE FALLBROOK, CA	ZIP CODE 92028
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY 2018 WINTERWARM ROAD	CITY FALLBROOK	STATE ZIP CODE CA 92028
7. CALIFORNIA MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS 2018 WINTERWARM ROAD	CITY FALLBROOK	STATE ZIP CODE CA 92028

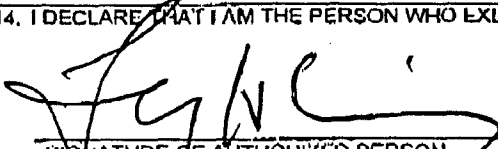
CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY MOTION TECHNOLOGIES LLC		
9. FORM OF ENTITY LIMITED LIABILITY COMPANY	10. JURISDICTION CALIFORNIA	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY 200035010075
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALLED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:		
<u>NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE</u>		<u>PERCENTAGE VOTE REQUIRED</u>
CLASS A		GREATER THAN 51%
CLASS B		GREATER THAN 51%
CLASS C		GREATER THAN 51%
AND 75% OF ALL MEMBERS NOT VOTING AS A CLASS		

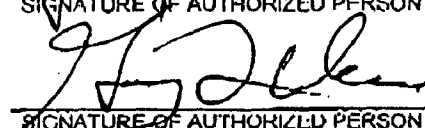
ADDITIONAL INFORMATION

13. NUMBER OF PAGES ATTACHED, IF ANY: 0 THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.

14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.



 SIGNATURE OF AUTHORIZED PERSON



 SIGNATURE OF AUTHORIZED PERSON

LEE H. DAVIS, MANAGER

 TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

CARY WEISS, MANAGER

 TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

STATE OF DELAWARE

CERTIFICATE OF CONVERSION

FROM A LIMITED LIABILITY COMPANY TO

A CORPORATION PURSUANT TO SECTION

265 OF THE DELAWARE GENERAL

CORPORATION LAW

1. The Limited Liability Company is formed under the jurisdiction of the State of California.
2. The name of the limited liability company immediately prior to filing this Certificate is Motion Technologies LLC.
3. The date the limited liability company was first formed is December 11, 2000.
4. The name of the corporation as set forth in the Certificate of Incorporation is Fallbrook Technologies Inc.

By


Authorized Person

Name:

LEE H. DAVIS

Print or Type Signature