

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/28/2008

CONVEYING PARTY DATA

Name	Execution Date
RAYTECH INNOVATIVE SOLUTIONS LLC	03/28/2008

RECEIVING PARTY DATA

Name:	RAYTECH SYSTEMS LLC
Street Address:	312 S. St. Clair Street
City:	Sullivan
State/Country:	INDIANA
Postal Code:	47882

PROPERTY NUMBERS Total: 9

Property Type	Number
Patent Number:	6852020
Patent Number:	6863774
Patent Number:	6875077
Patent Number:	6899610
Patent Number:	6945846
Patent Number:	6964601
Patent Number:	6979256
Patent Number:	7025668
Patent Number:	7037184

CORRESPONDENCE DATA

Fax Number: (215)963-5001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-963-4764
 Email: smccullen@morganlewis.com

CH \$360.00 6852020

Correspondent Name: Sharon B. McCullen
Address Line 1: 1701 Market Street
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Sharon B. McCullen
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Total Attachments: 3
source=Certificate of Merger (DE) for Raytech Innovative Solutions merger into Raytech Systems#page1.tif
source=Certificate of Merger (DE) for Raytech Innovative Solutions merger into Raytech Systems#page2.tif
source=Certificate of Merger (DE) for Raytech Innovative Solutions merger into Raytech Systems#page3.tif

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 MERGER, WHICH MERGES:

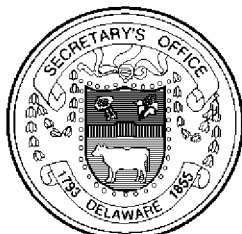
"RAYTECH INNOVATIVE SOLUTIONS, LLC", AN INDIANA LIMITED LIABILITY COMPANY,

WITH AND INTO "RAYTECH SYSTEMS, LLC" UNDER THE NAME OF "RAYTECH SYSTEMS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2008, AT 4:51 O'CLOCK P.M.

3029079 8100M

080371129

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6493819

DATE: 04-02-08

PATENT
REEL: 020783 FRAME: 0699

CERTIFICATE OF MERGER

OF

RAYTECH INNOVATIVE SOLUTIONS, LLC
(An Indiana limited liability company)

WITH AND INTO

RAYTECH SYSTEMS, LLC
(a Delaware limited liability company)

In accordance with Section 18-209 of Title 6 of the Delaware Limited Liability Company Act (the "DLLCA") Raytech Systems, LLC, the surviving Delaware limited liability company, having approved an agreement of merger in accordance with the DLLCA, does hereby certify the following:

FIRST: The name of the surviving Limited Liability Company is Raytech Systems, LLC, a Delaware limited liability company ("Surviving Entity"). The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Raytech Innovative Solutions, LLC ("Non-Surviving Entity" and collectively with the Surviving Entity, the "Constituent Entities"). The jurisdiction in which this entity was formed is Indiana.

SECOND: An Agreement and Plan of Merger, dated as of March 10, 2008, by and between each of the Constituent Entities (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities which is to merge.

THIRD: The name of the Surviving Entity shall be Raytech Systems, LLC, a Delaware limited liability company.

FOURTH: The merger of the Constituent Entities into the Surviving Entity shall be effective on filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Entity which address is Raytech Systems, LLC, 711 Tech Drive, Crawfordsville, Indiana.

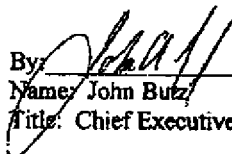
SIXTH: A copy of the executed Agreement will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member of any of the Constituent Entities.

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be signed by its authorized officer as of this 28 day of March 2008.

RAYTECH SYSTEMS, LLC,
a Delaware limited liability company

By: PowerTrain Operations, LLC
Its: Sole Member

By: PowerTrain Holdings, Inc.
Its: Sole Member

By: 
Name: John Butz
Title: Chief Executive Officer

[Signature Page to Raytech Innovative Solutions, LLC – Raytech Systems, LLC Certificate
of Merger]