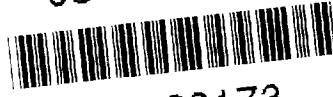


RECORDATION DATE
08-27-2001



101823173

FEET
LY

Docket No.:
500-3010-T

Tab settings → → → ▼ ▼

To the Honorable Commissioner of Pa

attached original documents or copy thereof.

1. Name of conveying party(ies):

MascoTech, Inc.

8-20-01

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Change of Name & Merger
- Merger
- Change of Name

Execution Date: January 23, 2001

2. Name and address of receiving party(ies):

Name: Metaldyne Corporation

Internal Address: _____

Street Address: 21001 Van Born Road

City: Taylor State: MI ZIP: 48180

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/088,970 76/088,969

B. Trademark Registration No.(s)

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Leon E. Redman

Internal Address: Masco Corporation

Street Address: 21001 Van Born Road

City: Taylor State: MI ZIP: 48180

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-1984

DO NOT USE THIS SPACE

08/24/2001 AAHMED1 00000165 131984 76088970

01 FC:481 40.00 CH
02 FC:APP 25.00 CH

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.

Leon E. Redman

Name of Person Signing

Signature

August 17, 2001

Date

Total number of pages including cover sheet, attachments, and

6
TRADEMARK

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"METALDYNE SUBSIDIARY INC.", A DELAWARE CORPORATION,

WITH AND INTO "MASCOTECH, INC." UNDER THE NAME OF "METALDYNE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JANUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1250375

3345651 8100M

010347519

DATE: 07-18-01

TRADEMARK
REEL: 002355 FRAME: 0449

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****METALDYNE SUBSIDIARY INC.****WITH AND INTO****MASCOTECH, INC.**

Pursuant to Section 253 of the
General Corporation of Law of the State of Delaware

MascoTech, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Metaldyne Subsidiary Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 01/23/2001
010037575 - 2030673

TRADEMARK
REEL: 002355 FRAME: 0450

-2-

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on January 19, 2001, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, the Company owns all of the outstanding shares of capital stock Metaldyne Subsidiary Inc., a newly formed Delaware corporation (the "Subsidiary");

WHEREAS, the Directors of the Company deem it advisable that the Subsidiary be merged with and into the Company, pursuant to Section 253 of the DGCL;

NOW, THEREFORE, IT IS RESOLVED, that the Subsidiary be merged with and into the Company, with the Company as the surviving corporation (the "Merger"); and further

RESOLVED, that the name of the Company shall be changed in the Merger to Metaldyne Corporation, so that, from and after the Merger, Article 1 of the Company's Amended and Restated Certificate of Incorporation shall read as follows: "The name of the corporation shall be Metaldyne Corporation"; and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and further

-3-

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and further

RESOLVED, that any officer of the Company be and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware; and further

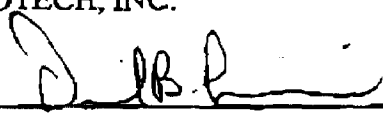
RESOLVED, that any officer of the Company be, and each of them hereby is, authorized, empowered and directed to execute such other documents and take such other actions as any one or more of them shall deem necessary, appropriate or advisable to carry out the intent and purpose of the foregoing resolutions, including, without limitation, executing such instruments, filing such documents and taking such other action as required under the Company's financing documents or as required by law or any governmental or regulatory body; and further

RESOLVED, that all actions taken and expenses incurred by any officer heretofore in furtherance of any actions authorized by any of the foregoing resolutions hereby are expressly ratified, confirmed, adopted and approved.

FOURTH: The Company shall be the surviving corporation of the Merger and the name of the surviving corporation shall be Metaldyne Corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of January, 2001.

MASCOTECH, INC.

By: 

Name: David B. Liner
Office: Vice President & General Counsel