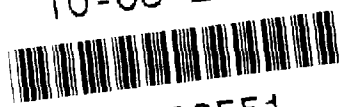


10-03-2001



101862551  
TRADEMARKS ONLY

9.26.01

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp 5/31/2002)

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

L & S Bearing Company

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Oklahoma  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: L & S Automotive Products Co.  
 Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 6 South Pennsylvania  
 Street Address: PO Box 1537  
 City: Oklahoma City State: OK Zip: 753101-1537

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: December 18, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
See attached

Additional number(s) attached  Yes  No

0912953

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

Name: George M. Borababy  
 Internal Address: Patton Boggs LLP  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: 2550 M Street, NW  
 \_\_\_\_\_

City: Washington State: DC Zip: 20037

6. Total number of applications and registrations involved:  6

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

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
50-0709

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.*

George M. Borababy      *George M. Borababy*      9/26/01  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document:  7

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

10/02/2001 LNUJELLER 00000237 500709 0912953

01 FC:481 40.00 CH  
02 FC:482 125.00 CH

TRADEMARK  
REEL: 002376 FRAME: 0854

# TRADEMARKS

## SCHEDULE A

L&S	Trademark Registration #0912953
L&S (&Design)	Trademark Registration #1404817
"a" Design	Trademark Registration #1669334
American Bearing	Trademark Registration #1762698
Powerglide	Trademark Registration #1859071
American Bearing & Clutch Co.	Trademark Registration #1903506

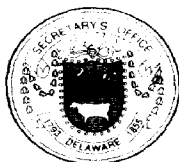
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

---

I, EDWARD J. FREEL, 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:

"L & S BEARING CO.", A OKLAHOMA CORPORATION,

WITH AND INTO "L&S AUTOMOTIVE PRODUCTS CO." UNDER THE NAME OF "L&S AUTOMOTIVE PRODUCTS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2978322 8100M

991384159

AUTHENTICATION: 9969751

DATE: 09-14-99

TRADEMARK  
REEL: 002376 FRAME: 0856

**CERTIFICATE OF MERGER  
OF  
L & S BEARING CO., AN OKLAHOMA CORPORATION  
INTO  
L&S AUTOMOTIVE PRODUCTS CO., A DELAWARE CORPORATION**

---

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
L&S Automotive Products Co.	Delaware
L & S Bearing Co.	Oklahoma

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is L&S Automotive Products Co.

FOURTH: That the Certificate of Incorporation of L&S Automotive Products Co., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 6 South Pennsylvania, Oklahoma City, Oklahoma 73107.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.


SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
L & S Bearing Co.	Common	300	\$10.00

EIGHTH: That this Certificate of Merger shall be effective on the 21st day of December, 1998.

Dated: December 18, 1998.

**L&S AUTOMOTIVE PRODUCTS CO.**

By:   
 Title: \_\_\_\_\_  
 Claude Rappaport