

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ameridrives International L.P.		12/21/2005	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Ameridrives International LLC
Street Address:	1802 Pittsburg Avneue
Internal Address:	P.O. Box 1000
City:	Erie
State/Country:	PENNSYLVANIA
Postal Code:	16512-4000
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	71578852	AMERICAN
Serial Number:	75621192	AMERICARDAN
Serial Number:	72219296	AMERIDISC
Serial Number:	75204229	AMERIDRIVES
Serial Number:	72444883	AMERIFLEX
Serial Number:	78373119	AMERIGEAR
Serial Number:	76118280	MARLAND
Serial Number:	78373135	THE AMERIGEAR FULLY CROWNED TOOTH

CORRESPONDENCE DATA

Fax Number: (248)203-0763
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2482030822
 Email: ipmail@dykema.com

CH \$215.00 71578852

Correspondent Name: William F. Kolakowski III
Address Line 1: 39577 Woodward Avenue
Address Line 2: Suite 300
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:

065413-0999

NAME OF SUBMITTER:

William F. Kolakowski III

Signature:

/William F. Kolakowski III/

Date:

09/07/2007

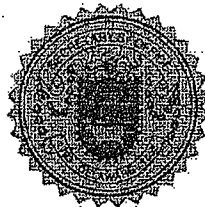
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 LIMITED PARTNERSHIP UNDER THE NAME OF "AMERIDRIVES INTERNATIONAL, L.P." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AMERIDRIVES INTERNATIONAL, L.P." TO "AMERIDRIVES INTERNATIONAL, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2005, AT 12 O'CLOCK P.M.



2673483 8100V

051058141

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State.

AUTHENTICATION: 4427055

DATE: 01-05-06

TRADEMARK
REEL: 003616 FRAME: 0861

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED PARTNERSHIP TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Limited Partnership first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Limited Partnership first formed is October 15, 1996.
4. The name of the Limited Partnership immediately prior to filing this Certificate is Ameridrives International, L.P.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Ameridrives International, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on the 21 day of December, 2005

AMERICAN ENTERPRISES HFT CORP.,
Its General Partner

By: David Wall
David Wall,
Its Chief Financial Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:00 PM 12/23/2005
FILED 12:00 PM 12/23/2005
SRV 051058141 - 2673483 FILE

PJT/lcs/Ameridrivesconversion