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05-02-2001



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

APR 23 2001

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

<p>1. Name of conveying party(ies):</p> <p>DAYCO PRODUCTS, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</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)</p> <p>Name: <u>DAYCO PRODUCTS, LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>1 PRESTIGE PLACE</u></p> <p>City: <u>DAYTON</u> State <u>OHIO</u> ZIP: <u>45401-1004</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>September 13, 2000</u></p>	<p>If assignee is not domiciled in the United States a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s)</p> <p>75/942726 75/533384</p> <p>05/02/2001 L MUELLER 00000289 040375 75942726 01 FC:481 40.00 CH 02 FC:482 1375.00 CH</p>	<p>B. Trademark Registration No.(s): 516611; 648068; 740032; 896035; 951370; 951955; 983571; 1008815; 1015801; 1016341; 1016342; 1064454; 1124047; 1132212; 1208332; 1209711; 1277523; 1296205; 1314600; 1337908; 1337909; 1346137; 1380431; 1393243; 1502192; 1504845; 1504846; 1504847; 1504848; 1504849; 1509239; 1510124; 1510125; 1511770; 1521821; 1528240; 1544443; 1546425; 1612942; 1715743; 1733042; 1781431; 1785537; 1917956; 1922078; 1946553; 1950653; 2163141; 2185780; 2187571; 2229710; 2305696; 2321884; 2384653</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>JOSEPH V. TASSONE</u></p> <p>Internal Address: <u>DAYCO PRODUCTS, LLC</u></p> <p>Street Address: <u>1 PRESTIGE PLACE</u></p> <p>City: <u>DAYTON</u> State: <u>OHIO</u> ZIP: <u>45401-1004</u></p>	<p>6. Total number of applications and/or registrations involved: <u>56</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$1,415.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>04-0375</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Joseph V. Tassone Joseph V. Tassone April 17, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

DAYCO PRODUCTS, INC.

TO

DAYCO PRODUCTS, LLC

This Certificate of Conversion to Limited Liability Company, dated as of September 13, 2000, is being duly executed and filed by Dayco Products, Inc., a Delaware corporation (the "Corporation"), and Mark IV Industries, Inc., a Delaware corporation, as an authorized person of Dayco Products, LLC, a Delaware limited liability company (the "LLC"), to convert the Corporation to the LLC under the General Corporation Law of the State of Delaware (8 Del. C. §101, et seq.) and the Delaware Limited Liability Act (6 Del. C. §18-101, et seq.).

1. The Corporation's name when it was originally incorporated and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Dayco Products, Inc.
2. The date the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware was September 29, 1986.
3. The name of the LLC into which the Corporation shall be converted as set forth in its certificate of formation is Dayco Products, LLC.
4. The conversion of the Corporation to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware.
5. The conversion of the Corporation to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation of the LLC with the Secretary of State of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 09/13/2000
001462286 - 2102956

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

DAYCO PRODUCTS, INC.

By: W P Montague
Name: William P. Montague
Title: President

MARK IV INDUSTRIES, INC., as authorized person

By: W P Montague
Name: William P. Montague
Title: President

Office of the Secretary of State

I, EDWARD J. FREEL, 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 CORPORATION UNDER THE NAME OF "DAYCO PRODUCTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "DAYCO PRODUCTS, INC." TO "DAYCO PRODUCTS, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 4 O'CLOCK P.M.



2102956 8100V

001462286

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0673245

DATE: 09-13-00

RECORDED: 04/23/2001

TRADEMARK
REEL: 002278 FRAME: 0859