

01-14-2002



To The Honorable Commissioner of

101944247

ched original documents or copy thereof.

1. Name of conveying party(ies):
Borg-Warner Automotive, Inc.

() Individual(s) () Association
 () General Partnership () Limited Partnership
 (X) Corporation-State: **Delaware**
 () Other:

Additional name(s) of conveying party(ies) attached? () YES (X) NO

3. Nature of Conveyance:
 () Assignment (X) Merger
 () Security Agreement () Change of Name
 () Other:

Execution Date: **February 3, 2000**

2. Name and address of receiving party(ies):
 Name: **Borgwarner Inc.**
 Internal Address: **3001 West Big Beaver Road, Suite 200**
 Street Address: **3001 West Big Beaver Road, Suite 200**
 City: **Troy**
 State: **Michigan** ZIP: **48084**

() Individual(s) citizenship:
 () Association:
 () General Partnership:
 () Limited Partnership:
 (X) Corporation-State: **Delaware**
 () Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: () YES () NO
 (Designation must be a separate document from Assignment)

Additional name(s) & address attached? () YES (X) NO

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached? () YES (X) NO

B. Trademark registration No.(s)
990,772
1,016,084

JAN - 9 2002

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: **Denise I. Mroz**
 Internal Address:
WOODCOCK WASHBURN

One Liberty Place - 46th Floor

Street Address: **1650 Market Street**
 City: **Philadelphia** State: **Pennsylvania**
 ZIP: **19103-7301**

6. Total number of applications and registrations involved:
2

7. Total fee (37 CFR 3.41):.....\$65.00
 (X) Enclosed
 () Authorized to be charged to deposit account

8. Deposit account number: **23-3050**
 (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.

Denise I. Mroz, Esq. *Denise I. Mroz* December 11, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 1/14/2002 LNUELLER 00000155 990772
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

FC:481 40.00 OP
 FC:482 25.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

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:

"BORGWARNER INC.", A DELAWARE CORPORATION,

WITH AND INTO "BORG-WARNER AUTOMOTIVE, INC." UNDER THE NAME OF "BORGWARNER INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2000, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2125281 8100M

AUTHENTICATION: 1367987

010482867

DATE: 10-01-01

TRADEMARK
REEL: 002422 FRAME: 0321

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BORGWARNER INC.
(a Delaware corporation)

INTO

BORG-WARNER AUTOMOTIVE, INC.
(a Delaware corporation)

Borg-Warner Automotive, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Borg-Warner Automotive, Inc. (the "Corporation") and BorgWarner Inc. ("BW") are corporations duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of the capital stock of BW.

THIRD: That the board of directors of the Corporation adopted the following resolutions at a meeting of the Board of Directors on February 2, 2000, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

"WHEREAS, BorgWarner Inc., a Delaware corporation ("BW"), is a wholly owned subsidiary of the Corporation;

WHEREAS, the board of directors of the Corporation deems it advisable and in the best interest of the Corporation to merge BW with and into the Corporation, with the Corporation being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that BW be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware, and that the Corporation succeed to and possess all the rights and assets of BW and be subject to all of the liabilities and obligations of BW;

RESOLVED, that the Corporation change its corporate name by changing Article I of the Restated Certificate of Incorporation of the Corporation to read in its entirety as follows:

"The name of the corporation (hereinafter called the "Corporation") is BorgWarner Inc."

RESOLVED, that each share of common stock, \$1.00 par value per share, of BW issued and outstanding immediately prior to the effective date of the merger shall, upon the effective date and by virtue of the merger, be canceled without payment therefor;

RESOLVED, that the merger shall become effective on the date the Corporation files a Certificate of Ownership and Merger with respect to such merger with the Secretary of State of the State of Delaware;

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and empowered to file the necessary documents with the Secretary of State of the State of Delaware, to incur the necessary expenses therefor and to take, or cause to be taken, all such further action and to execute and deliver or cause to be executed and delivered, in the name of and on behalf of the Corporation, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of the Corporation (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer); and

RESOLVED, that the prior actions of the officers and directors of the Corporation in undertaking to carry out the transactions contemplated by the foregoing resolutions be, and the same hereby are, in all respects, approved, adopted, ratified and confirmed."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 3rd day of February, 2000.



Laurene H. Horiszny
Vice President & Secretary