

**ASSIGNMENT
UNITED STATES TRADEMARKS**

WHEREAS, FP Diesel L.P., a Delaware Limited Partnership, having its principal office at 5412 McFadden Avenue, Huntington Beach, California 92469 (hereinafter "**FPD**"), has adopted, used, and is using the following trademark as respectively registered in the United States Patent and Trademark Office under the registration listed as follows:

Trademark

FP DIESEL DESIGN

U.S.Reg.

1976293

Expires

May 28, 2002

WHEREAS, Federal-Mogul World Wide, Inc., a Michigan corporation, having its principal office at 26555 Northwestern Highway, Southfield, Michigan 48034 (hereinafter "**FMWWI**"), is desirous of acquiring said trademarks, trademark registrations and applications for registration, along with the goodwill of the business associated therewith;

NOW, THEREFORE, effective June 1, 1998, in consideration of and in exchange for the sum of One U.S. Dollar (\$1.00) in-hand paid to it by **FMWWI**, and other good and valuable consideration, receipt of which is hereby acknowledged, **FPD** does hereby sell, assign, transfer and set over to **FMWWI** all rights, title, and interest in and to the trademarks, trademark registrations and applications for registration, together with the goodwill of the business symbolized by the trademarks, trademark registrations and applications for registration.

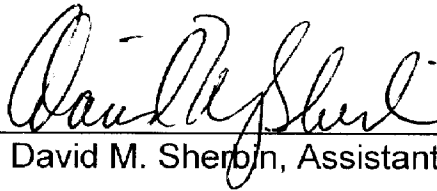
FPD hereby covenants that it has full right to convey the entire interests herein conveyed and that it will execute such further documents as may be necessary to perfect the interests herein conveyed.

FP DIESEL L.P., a Delaware Limited Partnership

By Fel-Pro Management Co., a Delaware
Corporation -- Its General Partner

Dated: May 31, 1998

By



David M. Sheron, Assistant Secretary

Subscribed and sworn to before me
this 31st day of May, 1998.


Notary Public

JACQUELINE MARASCO
Notary Public, Macomb County, MI
My Commission Expires Nov. 9, 2001

RECORDED: 12/14/1998

**TRADEMARK
REEL: 1826 FRAME: 0993**