

10-28-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Rockwell International Corporation

11-15-96

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Rockwell Heavy Vehicle Systems, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2135 Maple Road

Address (line 2) _____

Address (line 3) Troy

City

Michigan

State/Country

48084

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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FOR OFFICE USE ONLY

01 FC=481 40.00 CH
02 FC=482 25.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001981 FRAME: 0101

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | | | | |
|----------------------|----------------------|----------------------|--------------------------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="686,841"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="687,137"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Lisabeth H. Coakley

10-20-99

Name of Person Signing

Signature

Date Signed

#1

Exhibit "HVSB"

ASSIGNMENT OF TRADEMARKS

WHEREAS, Rockwell International Corporation ("Assignor"), a corporation organized and existing under the laws of the State of Delaware, desires to assign to Rockwell Heavy Vehicle Systems, Inc., ("Assignee"), a corporation organized and existing under the laws of the State of Delaware, pursuant to that certain Assignment and Assumption Agreement between Assignor and Assignee dated November 15, 1996, certain assets of Assignor identified as Contributed Assets in Annex A to that certain Agreement and Plan of Merger dated as of July 31, 1996 among Rockwell International Corporation, The Boeing Company and Boeing NA, Inc., and;

WHEREAS, Assignor is the owner of, or has rights in, those trademarks, trademark applications and trademark registrations included among the Contributed Assets, including those listed on the Schedule attached hereto ("Contributed Trademarks").

NOW, THEREFORE, in consideration of the issuance of stock in Assignee to Assignor and for other good and valuable consideration delivered by Assignee to Assignor, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, grant, assign, convey and transfer unto the said Assignee or its designee, Assignor's entire right, title and interest in and to the Contributed Trademarks, together with the good will of the business connected with the use of, and symbolized by, such Contributed Trademarks, the same to be held and enjoyed by the said Assignee, or designee, its successors, assigns or other legal representatives, for its own use and advantage, and for the use and advantage of its successors, assigns or other legal representatives, to the end of the term or terms for which Contributed Trademarks are or may be granted, as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment not been made, including all rights to profits and damage by reason of past infringement of said Contributed Trademarks by any party or parties, with the right to sue and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns or other legal representatives.

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11/14/96

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Exhibit "HVSB"

Assignor hereby appoints Assignee its attorney-in-fact to act in Assignor's name, place and stead to execute, deliver and record any document or instrument of assignment required in any country in which any of the Contributed Trademarks are used, pending or issued, granting or confirming the rights granted herein, but only to the extent of those rights granted herein in connection with the Contributed Trademarks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed on this 15th day of November 1996.

ROCKWELL INTERNATIONAL CORPORATION

By: *R. Seaman*
Assistant Secretary

..test:

(Corporate Seal)

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SCHEDULE TO EXHIBIT HVSB ASSIGNMENT

| | | | | | | |
|--------------------------------|-------|------------|-------------|-----------|-----|-----|
| CAM-MASTER | USA | RENEWED | 407962 | 975377 | AUT | HVS |
| CAM-MASTER | BRAZ | REGISTERED | 812397436 | 612397436 | AUT | HVS |
| CAM-MASTER | INDIA | RENEWED | 453198 | 453198 | AUT | HVS |
| CAM-MASTER | SOAER | RENEWED | 784772 | 784772 | AUT | HVS |
| CAM-MASTER | TURKY | REGISTERED | 6460305 | 88879 | AUT | HVS |
| DURA-DISC | USA | REGISTERED | 27403 | 1183678 | AUT | HVS |
| DURA-MASTER | AUSLA | REGISTERED | 386394 | 1245226 | AUT | HVS |
| DURA-MASTER | BENEL | RENEWED | 659663 | 393913 | AUT | HVS |
| DURA-MASTER | BRAZ | RENEWED | 811098774 | 611098774 | AUT | HVS |
| DURA-MASTER | CANAD | REGISTERED | 499188 | 284874 | AUT | HVS |
| DURA-MASTER | FRANC | RENEWED | 851789 | 1224815 | AUT | HVS |
| DURA-MASTER | GERWE | RENEWED | R4067712WZ | 1055019 | AUT | HVS |
| DURA-MASTER | GIBRI | RENEWED | 1189843 | A1189843 | AUT | HVS |
| DURA-MASTER | HUNGA | REGISTERED | 1878 | 123175 | AUT | HVS |
| DURA-MASTER | ITALY | REGISTERED | 4178709 | 571442 | AUT | HVS |
| DURA-MASTER | JAPAN | REGISTERED | 6657485 | 1974356 | AUT | HVS |
| DURA-MASTER | SWED | RENEWED | 83322 | 187183 | AUT | HVS |
| DURA-MASTER | SWITZ | REGISTERED | 31 | 323001 | AUT | HVS |
| DURA-MASTER (KATAKANA LETTERS) | JAPAN | REGISTERED | 6657585 | 1974357 | AUT | HVS |
| HOLDMASTER | USA | RENEWED | 6843 | 686841 | AUT | HVS |
| P SERIES | TURKY | REGISTERED | 3913786 | 92979 | AUT | HVS |
| PAYMASTER | USA | REGISTERED | 73570348 | 1434823 | AUT | HVS |
| Q SERIES | TURKY | REGISTERED | 3813878 | 93001 | AUT | HVS |
| SHIFT-N-CRUISE | USA | REGISTERED | 64600785 | 88871 | AUT | HVS |
| STOPMASTER | USA | REGISTERED | 613689 | 1837274 | AUT | HVS |
| STOPMASTER | USA | RENEWED | 68432 | 687137 | AUT | HVS |
| STOPMASTER | ASTRI | RENEWED | AM148468 | 62891 | AUT | HVS |
| STOPMASTER | AUSLA | RENEWED | 198481 | A198481 | AUT | HVS |
| STOPMASTER | BENEL | RENEWED | 3017 | 26571 | AUT | HVS |
| STOPMASTER | BRAZ | RENEWED | 705487 | 008031580 | AUT | HVS |
| STOPMASTER | CANAD | RENEWED | | 145392 | AUT | HVS |
| STOPMASTER | DENMA | RENEWED | 280368 | 342468 | AUT | HVS |
| STOPMASTER | FINLA | RENEWED | 258168 | 55332 | AUT | HVS |
| STOPMASTER | FRANC | RENEWED | 19572 | 1314626 | AUT | HVS |
| STOPMASTER | GERWE | RENEWED | R20952123WZ | 823361 | AUT | HVS |
| STOPMASTER | GIBRI | RENEWED | 882767 | 8882767 | AUT | HVS |
| STOPMASTER | ISRAI | RENEWED | 28023 | 28023 | AUT | HVS |
| STOPMASTER | ITALY | RENEWED | 79283 | 464528 | AUT | HVS |
| STOPMASTER | JAPAN | FILED | 781497 | | AUT | HVS |
| STOPMASTER | MEXIC | RENEWED | 81854 | 393602 | AUT | HVS |
| STOPMASTER | NORWY | RENEWED | 96553 | 76085 | AUT | HVS |
| STOPMASTER | SOAER | RENEWED | 687284 | 687284 | AUT | HVS |
| STOPMASTER | SPAIN | RENEWED | 585082 | 585082 | AUT | HVS |
| STOPMASTER | TURKY | REGISTERED | 8452985 | 88877 | AUT | HVS |

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HVSB-1

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SCHEDULE TO EXHIBIT HVS ASSIGNMENT

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|--------------------|-------|------------|--|----------|--------|-----|-----|
| STOPMASTER | VENEZ | RENEWED | | 458 | 53986 | AUT | HVS |
| T SERIES | TURKY | REGISTERED | | 39109/66 | 93130 | AUT | HVS |
| TORSIONFLOW | USA | RENEWED | | 68435 | 685205 | AUT | HVS |
| TRACTION EQUALIZER | USA | RENEWED | | 412683 | 961416 | AUT | HVS |

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HVS.B.2