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TRADEMARKS ONLY

To th
Please

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s:
of.

g an interest:

Cooper Automotive Products, Inc.

Entity:

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

2. Name and Address of Party(ies) receiving an interest:

Name: Federal-Mogul Chesterfield, Inc.
 Internal Address: _____
 Street Address: 26555 Northwestern Highway
 City: Southfield State: Michigan Zip: 48034
 Entity:
 Individual Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____ Citizenship

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other _____
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
 - No
- (The attached document must not be an assignment)

4. Application number(s) or registration number(s).

(Additional Sheet Attached Yes No ?)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,758,980

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William H. Honaker
 Internal Address: _____
 Street Address: 1400 N. Woodward Avenue, Suite 101
 City: Bloomfield Hills
 State: Michigan Zip: 48304-2855

6. Number of applications and registrations involved:

One

7. Amount of fee enclosed or authorized to charged:
\$40.00

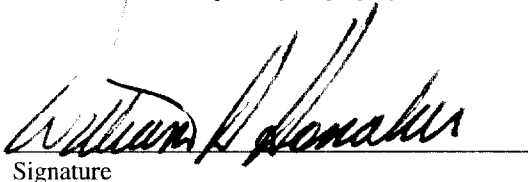
8. Deposit account number (Attach duplicate copy of this form if paying by deposit account) 08-2789

DO NOT USE THIS SPACE

9. Date of execution of attached document November 4, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

February 21, 2000
Date


 Signature

William H. Honaker
 Name of Person Signing

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TRADEMARK
REEL: 002052 FRAME: 0917

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COOPER AUTOMOTIVE PRODUCTS, INC.", CHANGING ITS NAME FROM "COOPER AUTOMOTIVE PRODUCTS, INC." TO "FEDERAL-MOGUL CHESTERFIELD, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

0774984 8100

981422919

AUTHENTICATION:

DATE:

9386352

11-04-98

TRADEMARK
REEL: 002052 FRAME: 0918

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Cooper Automotive Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, filed with the minutes of the Board a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:


RESOLVED, that the Certificate of Incorporation of Cooper Automotive Products, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is : Federal-Mogul Chesterfield, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by David M. Sherbin, its Assistant Secretary, this 20th day of October, 1998.


By: David M. Sherbin
Title: Assistant Secretary

(FOR BUREAU USE ONLY)

Date Received

NOV 06 1998

ADJUSTED TO AGREE
WITH BUREAU RECORDS

FILED

NOV 06 1998

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Name

PH. 517-663-2525 Ref # 87115

Address

Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE

City

P.O. Box 266
Eaton Rapids, MI. 48827-0266

Document will be returned to the name and address you enter above

**AMENDED APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN MICHIGAN**

For use by Foreign Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Act of 1972, the undersigned corporation executes the following Amended Application:

1. The name of the corporation is Cooper Automotive Products, Inc.
2. If the name in Item 1 was not available for use in Michigan, the qualifying assumed name adopted when obtaining the Certificate of Authority is:
None of Delaware, Inc.
3. The identification number assigned by the Bureau is:

6	3	1	-	6	7	6
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4. It is incorporated under the laws of Delaware
5. The corporation was authorized to transact business in Michigan on the 1st day of April, 1991
6. The period of its duration (corporate term) is Perpetual

7. If the name of the corporation has changed, its new name is:
Federal-Mogul Chesterfield, Inc.
The effective date of this name change was the 2nd day of November, 1998 and the name change was made in compliance with the laws of the jurisdiction of its incorporation.
8. Complete this item only if the new name in Item 7 is not available for use in Michigan. The qualifying assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:

9. If the qualifying assumed name in Item 2 has changed, the new name is:

(MICH. - 67 - 12/10/93)

(MICH. - 67)