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3 SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner o

attached original documents or copy thereof.

1. Name of conveying party(ies):

Dana Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies)

Name: Warner Electric Technology, Inc.

Internal Address: _____

Street Address: 9211 Forest Hill Avenue,
Suite 109

City: Richmond State: VA ZIP: 23235

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 29, 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,624,438

Additional numbers attached? Yes No

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

Name: James C. Wray

Internal Address: _____

Street Address: 1493 Chain Bridge Road
Suite 300

City: McLean State: VA ZIP: 22101

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-3704

(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.

Julie H. Gamotis
Name of Person Signing

Julie H. Gamotis
Signature

10/20/00

Date

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

20

DATED

February 29, 2000

DANA CORPORATION

and

WARNER ELECTRIC TECHNOLOGY, INC.

ASSIGNMENT OF TRADEMARKS
AND GOODWILL

Nabarro Nathanson
Lacon House
Theobald's Road
London WC1X 8RW

Tel: 0171 524 6000

ASSIGNMENT of trademarks and goodwill

DATE February 29, 2000

PARTIES

- (1) DANA CORPORATION (a corporation organised and existing under the laws of the Commonwealth of Virginia, USA) whose principal office is at 4500 Dorr Street, Toledo, OH 43615, USA ("Assignor"); and
- (2) WARNER ELECTRIC TECHNOLOGY, INC. (a corporation organised and existing under the laws of the State of Delaware, USA) whose registered office is at at 9211 Forest Hill Avenue, Suite 109 Richmond, Virginia 23235, USA ("Assignee").

RECITAL

Pursuant to that Stock and Asset Purchase Agreement between Assignor and Colfax Corporation dated 1 November 1999 (the "Purchase Agreement"), Assignor agreed to transfer certain trademarks to Colfax Corporation or its nominee. This Assignment is entered into pursuant to the Purchase Agreement.

OPERATIVE PROVISIONS

- I. **PURSUANT TO THE PURCHASE AGREEMENT, ASSIGNOR HEREBY ASSIGNS TO ASSIGNEE, TO HOLD UNTO ASSIGNEE, ITS SUCCESSORS AND ASSIGNS ABSOLUTELY FOR ALL TIME HEREAFTER:**
 - A. those registered trademarks and service marks, trademark and service mark applications and domain name registrations listed in Schedule One together (where such rights exists) with the right to sue for past infringements thereof and to retain any damages obtained as a result of such action; and
 - B. all of its other rights, title, benefit and interest in and to the trademarks, service marks and domain names that are the subject matter of the registrations and applications listed in Schedule One and the unregistered trademarks listed in Schedule Two (including, without limitation, all common law rights therein and all goodwill associated therewith) excluding all Excluded Intellectual Property (as defined in the Purchase Agreement).

- II. ASSIGNOR AND ASSIGNEE ACKNOWLEDGE AND AGREE THAT THE ONLY WARRANTIES, CONDITIONS AND REPRESENTATIONS (WHETHER EXPLICIT OR IMPLIED) MADE IN RESPECT OF THE ASSETS, RIGHTS, TITLE, BENEFIT AND INTEREST ASSIGNED UNDER CLAUSE 1 ABOVE ("THE RIGHTS") ARE CONTAINED IN THE PURCHASE AGREEMENT.**
- III. FOR THE AVOIDANCE OF DOUBT AND NOTWITHSTANDING SECTION 2.7 OF THE PURCHASE AGREEMENT, ASSIGNOR AND ASSIGNEE ACKNOWLEDGE AND AGREE THAT ASSIGNEE WILL BE RESPONSIBLE FOR, AND BEAR ALL COSTS AND EXPENSES IN RELATION TO, THE PREPARATION OF ALL APPROPRIATE FURTHER ASSURANCE DOCUMENTATION AFTER THE DATE HEREOF IN CONNECTION WITH THE RIGHTS ASSIGNED OR PURPORTED TO BE ASSIGNED HEREUNDER (INCLUDING, WITHOUT LIMITATION, ASSIGNMENTS, POWERS OF ATTORNEY AND NOTARIAL AND SIMILAR CERTIFICATES). FOR THE AVOIDANCE OF DOUBT, ASSIGNOR AGREES AND ACKNOWLEDGES THAT IT WILL CO-OPERATE FULLY IN THE FURTHER ASSURANCE PROCESS BY (AT ITS OWN COST) REVIEWING AND APPROVING ALL APPROPRIATE DOCUMENTATION, EXECUTING OR PROCURING THE EXECUTION OF THE SAME BY APPROPRIATE MEMBERS OF ITS GROUP OF COMPANIES, AND PROVIDING ANY RELEVANT INFORMATION FROM ITS RECORDS.**
- IV. THE SCHEDULES FOLLOWING THE OPERATIVE PART OF THIS ASSIGNMENT SHALL BE DEEMED TO BE INCORPORATED IN, AND FORM PART OF, THIS ASSIGNMENT.**
- V. TO THE EXTENT THAT THIS ASSIGNMENT CONTAINS OR COMPRISES AN AGREEMENT BETWEEN THE PARTIES HERETO, THE CONSTRUCTION, VALIDITY AND PERFORMANCE OF THIS ASSIGNMENT SHALL TO THE MAXIMUM EXTENT PERMITTED BE GOVERNED BY THE LAW OF THE STATE OF NEW YORK, USA.**
- VI. EACH PARTY HERETO AGREES THAT IT SHALL BRING ANY ACTION OR PROCEEDING IN RESPECT OF ANY CLAIM ARISING OUT OF OR RELATED TO THIS ASSIGNMENT OR THE TRANSACTIONS CONTAINED IN OR CONTEMPLATED BY THIS ASSIGNMENT, WHETHER IN TORT OR CONTRACT OR AT LAW OR IN EQUITY, EXCLUSIVELY IN THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, USA (THE "CHOSEN COURT") AND:**
- (a) irrevocably submits to the exclusive jurisdiction of the Chosen Court;

- (b) waives any objection to laying venue in any such action or proceeding in the Chosen Court;
- (c) waives any objection that the Chosen Court is an inconvenient forum or does not have jurisdiction over any party hereto; and
- (d) agrees that service of process upon such party in any such action or proceeding shall be effective if notice is given in accordance with section 10.1 of the Purchase Agreement.

IN WITNESS of which this Assignment has been executed on the date written at the beginning of this Assignment.

SCHEDULE ONE

Trademarks

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
ARGENTINA	POWERSTAT	DANA CORPORATION	1737392	1737392	31 OCT 1994
ARGENTINA	SLO-SYN	DANA CORPORATION	1737954	1513609	31 MAY 1994
ARGENTINA	SLO-SYN	DANA CORPORATION	1737955	1513610	31 MAR 1994

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
ARGENTINA	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	1982540	1597829	26 APR 1996
ARGENTINA	WICHITA	DANA CORPORATION	1206927	1481744	29 OCT 1993
AUSTRALIA	STABILINE	DANA CORPORATION	396992	A396992	7 JULY 1983
AUSTRALIA	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		B283679	2 DEC 1995
AUSTRALIA	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		B179393	2 MAY 1998
AUSTRALIA	WICHITA	DANA CORPORATION	640944	640944	16 SEPT 1994
AUSTRIA	POWERSTAT	DANA CORPORATION	254/64	52276	30 APR 1994
AUSTRIA	SLO-SYN	DANA CORPORATION	AM253/64	52883	31 JULY 1994
AUSTRIA	WARNER	DANA CORPORATION	AM2025/56	36391	30 APR 1997
AUSTRIA	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	760/63	50589	19 JULY 1983
BENELUX	WICHITA	DANA CORPORATION		62029	20 JUL 1998
BENELUX	FORMSPRAG	DANA CORPORATION	248	15729	21 JAN 1997
BENELUX	LUXTROL	DANA CORPORATION	23772	94991	17 DEC 1971
BENELUX	MODULYNX	DANA CORPORATION	649593	381509	14 APR 1982
BENELUX	POWERSTAT	DANA CORPORATION	22536	91730	14 DEC 1971
BENELUX	SE IN SQUARE DESIGN	DANA CORPORATION	12847	43663	28 SEP 1993
BENELUX	SLO-SYN	DANA CORPORATION	12197	62359	20 SEP 1970
BENELUX	STABILINE	DANA CORPORATION	22324	37149	13 DEC 1972
BENELUX	SUPERCON	DANA CORPORATION	22323	37148	13 DEC 1972
BENELUX	WARNER	DANA CORPORATION	6207	42990	15 JUN 1993
BENELUX	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	6777	44210	28 JUN 1993

BRAZIL	FORMSPRAG	DANA CORPORATION	21914	770219144	20 APR 1982
BRAZIL	POWERSTAT	DANA CORPORATION	893043	608930431	30 AUG 1983
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
BRAZIL	SE IN SQUARE DESIGN	DANA CORPORATION	893044	608930440	13 OCT 1991
BRAZIL	SE SUPERIOR ELECTRIC & DESIGN	DANA CORPORATION	818324295	818324295	04 MAR 1997
BRAZIL	SLO-SYN	DANA CORPORATION	893042	006096000	10 JUNE 1995
BRAZIL	SLO-SYN	DANA CORPORATION	909474	006096018	10 JUNE 1995
BRAZIL	STABILINE	DANA CORPORATION	812131770	812131770	22 APR 1997
BRAZIL	SUPERIOR ELECTRIC	DANA CORPORATION	815815280		09 OCT 1990
BRAZIL	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	9738/M-72	007069901	25 FEB 1980
BRAZIL	WICHITA	DANA CORPORATION	21912	6788939	10 OCT 1998
CANADA	5-WAY	DANA CORPORATION	312947	161744	21 MAR 1999
CANADA	FORMSPRAG	DANA CORPORATION		108144	27 SEP 1987
CANADA	KOPPER KOOL	DANA CORPORATION	1001794		12 JAN 1999
CANADA	LUXTROL	DANA CORPORATION	236530	111480	12 SEP 1958
CANADA	POWERSTAT	DANA CORPORATION	236381	105663	25 JAN 1957
CANADA	SE IN SQUARE DESIGN	DANA CORPORATION	236531	111792	10 OCT 1958
CANADA	SLO-SYN	DANA CORPORATION	261649	125750	16 MAR 1962
CANADA	SLO-SYN	DANA CORPORATION	323524	169317	22 MAY 1970
CANADA	STABILINE	DANA CORPORATION	526340	302615	10 MAY 1985
CANADA	SUPERCON	DANA CORPORATION	261971	124122	27 OCT 1961
CANADA	WARNER	DANA CORPORATION	022442800	199/50550	20 APR 1999
CANADA	WARNER ELECTRIC	DANA CORPORATION	027738200	TMA/134253	17 JAN 1994
CANADA	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	027473800	135639	08 MAY 1994
CANADA	WICHITA	DANA CORPORATION	247469	120129	18 NOV 1975

CHILE	WICHITA	DANA CORPORATION	435364	543319	25 JUNE 1999
CHINA	FORMSPRAG	DANA CORPORATION	8927113	520390	30 MAY 1990
CHINA	STABILINE	DANA CORPORATION	970002106	295867	10 AUG 1997
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
CHINA	WICHITA	DANA CORPORATION	8927115	520391	30 MAY 1990
COLOMBIA	WICHITA	DANA CORPORATION	224920	121609	26 FEB 1992
DENMARK	POWERSTAT	DANA CORPORATION	296/64	2003/1964	23 MAY 1994
DENMARK	SLO-SYN	DANA CORPORATION	A295/64	2400	18 JUL 1994
DENMARK	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	4951-1974	104-1978	13 JAN 1978
DENMARK	WICHITA	DANA CORPORATION	2549	81/59	17 JAN 1999
EGYPT	WICHITA	DANA CORPORATION	75024	75024	7 JAN 1992
FRANCE	FORMSPRAG	DANA CORPORATION	622349	1197077	28 FEB 1992
FRANCE	MITAS	DANA CORPORATION	720288	1289112	17 OCT 1994
FRANCE	MODULYNX	DANA CORPORATION	1201519	1201519	13 APR 1992
FRANCE	POWERSTAT	DANA CORPORATION	74818	1358636	05 JUN 1996
FRANCE	SE IN SQUARE	DANA CORPORATION	77943	1421370	03 AUG 1997
FRANCE	SLO-SYN	DANA CORPORATION	77942	1421371	03 AUG 1997
FRANCE	STABILINE	DANA CORPORATION	77940	1421372	03 AUG 1997
FRANCE	WARNER	DANA CORPORATION	658275	1230455	11 MAR 1993
FRANCE	WARNER ELECTRIC	DANA CORPORATION	940649	1547742	08 JUL 1998
FRANCE	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	718228	1287151	28 SEP 1994
FRANCE	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	923760	1462778	29 APR 1998
FRANCE	WICHITA	DANA CORPORATION	1248360	1248360	25 MAY 1993
GERMANY	FORMSPRAG	DANA CORPORATION		708841	02 APR 1997
GERMANY	FORMSPRAG PCE	DANA CORPORATION	D34116/7WZ	998923	07 JUNE 1989

GERMANY	KOPPER KOOL	DANA CORPORATION	D36687/7	1039311	06 OCT 1982
GERMANY	MODULYNX	DANA CORPORATION	S37464/9WZ	1048742	21 APR 1992
GERMANY	POWERSTAT	DANA CORPORATION	S12800/226W Z	776514	05 JUL 1961
GERMANY	SE IN SQUARE	DANA CORPORATION	S20160/226C WZ	859942	26 JUL 1967
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
GERMANY	SE IN SQUARE DESIGN	DANA CORPORATION	S14073/226W Z	843677	22 AUG 1992
GERMANY	SLO-SYN	DANA CORPORATION	S14074/226W Z	782766	22 AUG 1992
GERMANY	STABILINE	DANA CORPORATION	S14075/226W Z	795130	22 AUG 1992
GERMANY	SUPERCON	DANA CORPORATION	S14076/226W Z	782767	22 AUG 1992
GERMANY	SUPERIOR ELECTRIC COMPANY AND SE DESIGN	DANA CORPORATION	S20161/226W Z	859893	26 JUL 1997
GERMANY	SUPERIOR ELECTRIC NEDERLAND NV AND SE DESIGN	DANA CORPORATION	S20162/226W Z	879560	26 JUL 1997
GERMANY	WARNER	DANA CORPORATION	W04058	674860	27 FEB 1993
GERMANY	WARNER ELECTRIC	DANA CORPORATION	39552705.8	39552705.8	12 DEC 1996
GERMANY	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		769993	29 NOV 1991
GERMANY	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	W26038	948057	14 DEC 1994
HONG KONG	STIEBER	DANA CORPORATION	95 02110	7039/1996	30 JULY 1996
HONG KONG	STABILINE	DANA CORPORATION	2643/86	3013/87	18 JULY 1993
INDIA	FORMSPRAG	DANA CORPORATION	694707		17 JAN 1996
INDIA	SLO-SYN	DANA CORPORATION	693711		08 JAN 1996
INDIA	STIEBER	DANA CORPORATION	662847		19 APRIL 1995
INDIA	STABILINE	DANA CORPORATION	455523	455523	16 JUNE 1993

INDIA	SUPERIOR ELECTRIC	DANA CORPORATION	693712		8 JAN 1996
INDIA	WARNER ELECTRIC	DANA CORPORATION	672106		6 JUNE 1996
INDIA	WICHITA	DANA CORPORATION	694708		17 JAN 1996

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
INDONESIA	SE IN SQUARE DESIGN	DANA CORPORATION	D968202	378601	8 AUG 1997
INDONESIA	STIEBER	DANA CORPORATION	0953691	356176	12 MAR 1996
INDONESIA	STABILINE	DANA CORPORATION	7534/92	331413	29 JULY 1992
ISRAEL	WICHITA (IN PBL)	DANA CORPORATION	57106	57106	9 JUNE 1988
ITALY	FORMSPRAG	DANA CORPORATION	RM97C00174 6	343967	08 MAR 1985
ITALY	MITAS	DANA CORPORATION	RM94C00491 8	690494	16 OCT 1996
ITALY	MODULYNX	DANA CORPORATION	40279-C/82	403526	04 MAY 1982
ITALY	POWERSTAT	DANA CORPORATION	74818	473350	31 JUL 1961
ITALY	POWERSTAT	DANA CORPORATION	RM96C00389 1	338358	28 JAN 1985
ITALY	SE IN SQUARE DESIGN	DANA CORPORATION	40729C/82	410957	10 MAR 1986
ITALY	SE IN SQUARE DESIGN	DANA CORPORATION	RM97C00448 1	352503	06 MAY 1985
ITALY	SLO-SYN	DANA CORPORATION	40727C/82	410955	10 MAR 1986
ITALY	STABILINE	DANA CORPORATION	40728C/82	410956	10 MAR 1986
ITALY	STABILINE	DANA CORPORATION	RM97C/0044 82	352502	06 MAY 1985
ITALY	WARNER	DANA CORPORATION	RM93C00160 2	660502	17 OCT 1995
ITALY	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	RM94C00503 6	690601	21 OCT 1996
ITALY	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	33432C/83	454836	26 MAR 1983
ITALY	WICHITA	DANA CORPORATION	RM98C00487 2	361238	03 JUL 1985
JAPAN	FORMCHROME	DANA CORPORATION	210465/89	1390521	28 SEPT 1999
JAPAN	FORMSPRAG	DANA CORPORATION	135207/95	4018891	27 JUNE 1997
JAPAN	FORMSPRAG	DANA CORPORATION	736569/95	1169444	29 AUG 1996

JAPAN	KOPPER KOOL	DANA CORPORATION	710868/95	1759530	30 AUG 1995
JAPAN	PCE	DANA CORPORATION	716696/92	1551186	26 NOV 1982
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
JAPAN	SE IN SQUARE DESIGN	DANA CORPORATION	208620/90	866975	30 JAN 1991
JAPAN	SLO-SYN (IN ROMAN AND KATAKANA CHARACTERS)	DANA CORPORATION	214348/89	840352	6 DEC 1989
JAPAN	STIEBER	DANA CORPORATION	14030/95	4109923	6 FEB 1998
JAPAN	STABILINE	DANA CORPORATION	54072/85	2040392	26 APR 1998
JAPAN	WARNER	DANA CORPORATION	718471/94	452198	28 OCT 1994
JAPAN	WARNER ELECTRIC	DANA CORPORATION	718472/94	1719848	28 OCT 1994
JAPAN	WARNER ELECTRIC	DANA CORPORATION	733800/95	687586	28 NOV 1996
JAPAN	WARNER ELECTRIC	DANA CORPORATION	91914/81	2294610	31 JAN 1991
JAPAN	WICHITA	DANA CORPORATION	34043/77	2246130	30 JULY 1990
KOR(S)	STIEBER	DANA CORPORATION	6181/1995	339391	13 MAY 1996
KOR(S)	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	1215/1992	84202	30 SEPT 1982
KOR(S)	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	1212/1992	85916	23 NOV 1982
KOR(S)	WICHITA (IN PBL	DANA CORPORATION	8311882	108661	8 JAN 1995
MALAYSIA	STIEBER	DANA CORPORATION	95/02683	95/02683	28 MAR 1995
MALAYSIA	STABILINE	DANA CORPORATION	86-02613	86-02613	2 JULY 1986
MEXICO	FORMSPRAG	DANA CORPORATION	114172	205855	22 JUNE 1987
MEXICO	POWERSTAT	DANA CORPORATION	99379	108766	14 JULY 1991
MEXICO	SLO-SYN	DANA CORPORATION	105657	111629	6 SEPT 1992
MEXICO	SE IN SQUARE DESIGN	DANA CORPORATION	250970	335331	20 FEB 1995
MEXICO	STABILINE	DANA CORPORATION	105650	111628	6 SEPT 1992

MEXICO	SUPERCON	DANA CORPORATION	151679	444854	22 OCT 1993
MEXICO	WARNER	DANA CORPORATION		92550	29 JAN 1982
MEXICO	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		115936	14 MAY 1993
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
MEXICO	WICHITA	DANA CORPORATION	84314	95017	6 SEPT 1993
N. ZEALAND	STABILINE	DANA CORPORATION	148871	148871	19 AUG 1986
NORWAY	WICHITA (AS WICHATA)	DANA CORPORATION	65174	55322	24 SEP 1998
PERU	POWERSTAT	DANA CORPORATION	286573	23706	28 FEB 1996
PERU	WICHITA	DANA CORPORATION	75634	54452	27 APR 1999
RUSSIA	SE IN SQUARE DESIGN	DANA CORPORATION	44388	32207	02 APR 1996
S. AFRICA	WICHITA	DANA CORPORATION	816897	81/6897	17 SEPT 1991
SINGAPORE	STABILINE	DANA CORPORATION	2482/86	2482/86	27 FEB 1997
SINGAPORE	STIEBER	DANA CORPORATION	1435/97		4 FEB 1997
SINGAPORE	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	1188/82	1188/82	9 MAR 1989
SPAIN	FORMSPRAG	DANA CORPORATION	2006258	2006258	12 JAN 1996
SPAIN	KOPPER KOOL	DANA CORPORATION	1662162	1662162	05 JUN 1992
SPAIN	POWERSTAT	DANA CORPORATION	440578	440578	25 JUN 1964
SPAIN	SLO-SYN	DANA CORPORATION	440579	440579	25 JUN 1964
SPAIN	WARNER ELECTRIC	DANA CORPORATION	2010756	2010756	07 FEB 1996
SPAIN	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	773039	773039	20 SEP 1997
SPAIN	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION	773040	773040	19 APR 1977
SPAIN	WICHITA	DANA CORPORATION	1045719	1045719	05 APR 1984

SWEDEN	FORMSPRAG	DANA CORPORATION		83978	20 DEC 1997
SWEDEN	POWERSTAT	DANA CORPORATION	2991/62	105985	26 APR 1963
SWEDEN	SE IN SQUARE DESIGN	DANA CORPORATION	3110/72	141396	01 DEC 1982
SWEDEN	SLO-SYN	DANA CORPORATION	486/64	110417	10 JUL 1994
SWEDEN	STABILINE	DANA CORPORATION	487/64	112678	23 APR 1995
SWEDEN	WARNER ELECTRIC	DANA CORPORATION	95-14891	323081	25 APR 1997

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
SWEDEN	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		157200	22 OCT 1996
SWEDEN	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		109892	2 DEC 1994
SWEDEN	WICHITA (AS WICHATA)	DANA CORPORATION	3038	90967	16 DEC 1980
SWITZERLAND	FORM-LOCK	DANA CORPORATION	7378/1993.2	412226	17 MAY 1993
SWITZERLAND	FORMCHROME	DANA CORPORATION	7371.1993.0	412221	17 MAY 1993
SWITZERLAND	FORMSPRAG	DANA CORPORATION	7373/1993.3	412.187	15 MAY 1993
SWITZERLAND	FORMSPRAG	DANA CORPORATION		287755	01 APR 1997
SWITZERLAND	LUXTROL	DANA CORPORATION	4442	320857	29 JUL 1982
SWITZERLAND	POWERSTAT	DANA CORPORATION	4167/68	321532	29 JUL 1982
SWITZERLAND	R L	DANA CORPORATION	7376/1993.9	414247	17 MAY 1993
SWITZERLAND	SE IN SQUARE DESIGN	DANA CORPORATION	3246/1992.2	398241	21 APR 1992
SWITZERLAND	SLO-SYN	DANA CORPORATION	480	328808	15 NOV 1983
SWITZERLAND	STABILINE	DANA CORPORATION	479	328971	15 NOV 1983
SWITZERLAND	WARNER	DANA CORPORATION	2801/1993.6	406103	15 MAR 1993
SWITZERLAND	WARNER ELECTRIC	DANA CORPORATION	14050/1995	438835	28 DEC 1995
SWITZERLAND	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		275542	21 DEC 1994

SWITZERLAND	WICHITA	DANA CORPORATION	3810	300175	17 AUG 1998
TAIWAN	STIEBER	DANA CORPORATION	84009029	718111	1 JUNE 1996
TAIWAN	TAIYIU-WARNER	DANA CORPORATION	81-03199	566403	15 JULY 1992
TAIWAN	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		192580	30 SEPT 1982
TAIWAN	WARNER ELECTRIC AND DEVICE	DANA CORPORATION	81047228	64628	16 JUNE 1993
TAIWAN	WICHITA	DANA CORPORATION	(72)52506	245903	16MAY 1994
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
THAILAND	STABILINE	DANA CORPORATION	313742	Kor 50685	17 SEPT 1996
THAILAND	STIEBER	DANA CORPORATION	292682	KOR 53647	7 SEPT 1995
USA	5-WAY	DANA CORPORATION	50324	690481	29 DEC 1959
USA	A DESIGN	DANA CORPORATION	135574	1674893	11 FEB 1992
USA	ALCOILS	DANA CORPORATION	135544	1668372	17 DEC 1991
USA	AUTOGAP	DANA CORPORATION	46678	681746	14 JUL 1959
USA	BACKGROUND DESIGN	DANA CORPORATION	85188	711774	28 FEB 1961
USA	BIDOC	DANA CORPORATION	241517	2263459	20 JULY 1999
USA	BRONCO	DANA CORPORATION	075426	1052794	16 NOV 1996
USA	CAMAS	DANA CORPORATION	595481	1925280	10 OCT 1995
USA	CHALLENGER	DANA CORPORATION	030263	1062665	05 APR 1997
USA	ELECTRAK	DANA CORPORATION	454784	1893972	16 MAY 1995
USA	ELECTRO-CAM	DANA CORPORATION	71924	717829	04 JUL 1961
USA	ELECTRO-MODULE	DANA CORPORATION	200306	838675	14 NOV 1967
USA	ELECTRO-PACK	DANA CORPORATION	127440	741888	11 DEC 1962
USA	ELECTRO-SHEAVE	DANA CORPORATION	71926	735608	07 AUG 1962
USA	F AND DESIGN	DANA CORPORATION	125482	743735	15 JAN 1983
USA	FLEXIFORMER	DANA CORPORATION	76440	690835	05 JAN 1960
USA	FORM-LOCK	DANA CORPORATION	300575	870852	10 JUNE 1969
USA	FORMCHROME	DANA CORPORATION	300576	867512	01 APR 1969

USA	FORMSPRAG	DANA CORPORATION		444642	15 JAN 1972
USA	FORMSPRAG	DANA CORPORATION	326809	1216418	16 NOV 1982
USA	KOPPER KOOL	DANA CORPORATION	334553	1258259	22 NOV 1983
USA	LLH	DANA CORPORATION	303730	1759504	23 MAR 1993
USA	LOADLIGN	DANA CORPORATION	368382	2218567	19 JAN 1999
USA	LONG LIFE HOLDBACK	DANA CORPORATION	354546	1930414	31 OCT 1995
USA	LUXTROL	DANA CORPORATION	004244	659537	18 MAR 1998
USA	MAG STOP	DANA CORPORATION	327472	1851941	30 AUG 1994
USA	MESUR-FIL	DANA CORPORATION	464823	990826	13 AUG 1994

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
USA	MITAS	DANA CORPORATION	461240	1353750	13 AUG 1985
USA	MODULYNX AND DESIGN	DANA CORPORATION	303964	1188529	02 FEB 1982
USA	MOTION SYMBOL	DANA CORPORATION	139118	1754864	02 MAR 1993
USA	NEWFLEX	DANA CORPORATION	300854	1187494	26 JAN 1982
USA	PCE	DANA CORPORATION	193726	1136601	03 JUN 1980
USA	POWERCHEK	DANA CORPORATION	552198	1382297	11 FEB 1986
USA	POWERKOTE	DANA CORPORATION	245989	832444	25 JUL 1967
USA	POWERSTAT	DANA CORPORATION	245992	846959	02 APR 1968
USA	POWERSTAT	DANA CORPORATION	004241	635500	09 OCT 1996
USA	PSI AND DESIGN	DANA CORPORATION	287582	864950	18 FEB 1969
USA	R L AND ARROW DESIGN	DANA CORPORATION	417324	1280522	05 JUN 1984
USA	RAPIDBELT	DANA CORPORATION	005482	2058337	29 APR 1997
USA	RAPIDLIFT	DANA CORPORATION	007233	2062226	13 MAY 1997
USA	RAPIDRAIL	DANA CORPORATION	016825	2062251	13 MAY 1997
USA	RAPIDTRAK	DANA CORPORATION	007232	2001525	17 SEPT 1996
USA	SE IN SQUARE	DANA CORPORATION	007125	663060	17 JUNE 1998
USA	SE IN SQUARE	DANA CORPORATION	186483	781695	15 DEC 1964
USA	SE IN SQUARE	DANA CORPORATION	245990	855964	03 SEP 1968
USA	SE IN SQUARE	DANA CORPORATION	245993	859650	05 NOV 1968
USA	SE IN SQUARE	DANA CORPORATION	307248	872121	01 JUL 1969
USA	SE IN SQUARE	DANA CORPORATION	308325	876408	09 SEP 1969
USA	SECO & DESIGN	DANA CORPORATION	32701	1043340	23 SEP 1994
USA	SLO-SYN	DANA CORPORATION	66177	685066	15 SEP 1959
USA	SLO-SYN	DANA CORPORATION	176327	777758	29 SEP 1964
USA	SLO-SYN	DANA CORPORATION	245991	855965	03 SEP 1968
USA	SLO-SYN	DANA CORPORATION	245994	859252	29 OCT 1968
USA	STABILINE	DANA CORPORATION	218972	1140276	07 OCT 1980
USA	STABILINE	DANA CORPORATION	445897	1298617	02 OCT 1984
USA	STABILINE	DANA CORPORATION	504330	1339024	04 JUN 1985

USA	SUPERCON	DANA CORPORATION	76443	690836	05 JAN 1960
USA	SUPERIOR SOLUTIONS	DANA CORPORATION	723324		7 JUNE 1999
Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
USA	UMBRELLA DESIGN	DANA CORPORATION	168068	2159981	26 MAY 1998
USA	UNIDAMP	DANA CORPORATION	038916	1795619	28 SEP 1993
USA	UNIMODULE	DANA CORPORATION	053993	1678062	03 MAR 1992
USA	WARNER	DANA CORPORATION	528385	527445	11 JULY 1950
USA	WARNER AND DESIGN	DANA CORPORATION	626014	600279	04 JAN 1995
USA	WARNER ELECTRIC	DANA CORPORATION	105397	726202	09 JAN 1962
USA	WARNER ELECTRIC	DANA CORPORATION	004166	1021898	07 OCT 1995
USA	WARNER ELECTRIC	DANA CORPORATION	035013	1026080	02 DEC 1995
USA	WARNER ELECTRIC AND DESIGN	DANA CORPORATION	034661	1021407	30 SEP 1995
USA	WARPDRIVE	DANA CORPORATION	787299		30 AUG 1999
USA	WICHITA	DANA CORPORATION	753251	1565483	14 NOV 1989
USA	WICHITA TRAPEZOID DESIGN	DANA CORPORATION	357627	1258265	22 NOV 1983
USA	MAGNUM	DANA CORPORATION		1624438	27 NOV 1999
USA	MISTRAL	DANA CORPORATION		2168734	30 JUN 1998
VENEZUELA	POWERSTAT	DANA CORPORATION	5243	63131	5 JAN 1971
VENEZUELA	SLO-SYN	DANA CORPORATION	5242	70571-F	16 OCT 1972
VENEZUELA	STABILINE	DANA CORPORATION	6306-85	7039/1996	30 JULY 1996
VENEZUELA	WARNER ELECTRIC AND BACKGROUND DESIGN	DANA CORPORATION		49762	13 MAY 1980
VENEZUELA	WICHITA(IN PBL)	DANA CORPORATION	7010	120263	25 APR 1986
VIETNAM	WARNER	DANA CORPORATION	N-1565/93	9997	11 DEC 1993

Registered Domain Names

Domain Name	Registrant
warnernet.com	Dana Corporation
nextdrive.com	Dana Corporation
broncoac.com	Dana Corporation

SCHEDULE TWO

UNREGISTERED TRADEMARKS

AD
AIR DISK
BERSTEIN & SENSOR DESIGN
BLACKHAWK
DRIVEWARE
EASYTORK
INTELLIDRIVE
MAGNATORK
MOW/CUT/TURF CRAFT
POWER PLUS
POWER PLUS 8 DESIGN
PRECISION TORK
QUADRALINE
SENTEC
SPIDR
THE NEX DRIVE NEW ELECTRONX TECHNOLOGY

Signed by *Marie S. Zering*)
duly authorised for and on behalf of)
DANA CORPORATION)
in the presence of *Clark*)

Signed by *St. A. King*)
duly authorised for and on behalf of)
WARNER ELECTRIC TECHNOLOGY, INC.)
in the presence of *Mollie E. Mahon*)