FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

07-30-2001

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

RE

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	MARKS ONLY
	Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
X New 07/20/0/	Assignment License
Resubmission (Non-Recordation)	X Security Agreement Nunc Pro Tunc Assignment
Document ID #	Effective Date
Correction of PTO Error	Merger 07 16 2001
Reel # Frame #	Change of Name
Corrective Document	
Reel # Frame #	Other
Conveying Party 🔀	Mark if additional names of conveying parties attached Execution Date
	Month Day Year
Name Automotive Caliper Exchange	Incorporated 07 16 2001
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
Other	
X Citizenship/State of Incorporation/Organization	ation California
Receiving Party	Mark if additional names of receiving parties attached
Name General Electric Capital	Corporation as Agent
wante General Electric Capital	Corporation, as agent
DBA/AKA/TA	
Composed of	
Address (line 1) 201 High Ridge Road	
Address (line 2)	
Address (line 3) Stamford	Connecticut 06927-5100
City	State/Country Zip Code I imited Partnership If document to be recorded is an
Individual General Partnership	assignment and the receiving party is
X Corporation Association	not domiciled in the United States, an appointment of a domestic
	representative should be attached.
Other	(Designation must be a separate document from Assignment.)
X Citizenship/State of Incorporation/Organiz	zation Delaware
	OR OFFICE USE ONLY
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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. OO 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

FORM PTO-16 Expires 06/30/99 OMB 0651-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Re	presentative Name and Address Enter for the first Receiving Party	
Name [
Address (line 1)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Corresponde	ent Name and Address Area Code and Telephone Number 312/876-762	8
Name [Linda R. Kastner	
Address (line 1)	c/o Latham & Watkins	
Address (line 2)	233 S. Wacker Drive	
Address (line 3)	Suite 5800	
Address (line 4)	Chicago, IL 60606	
raucs	Enter the total number of pages of the attached conveyance document ncluding any attachments.	# 16
Enter either the 1	pplication Number(s) or Registration Number(s) Mark if addition Number of the Registration Number (DO NOT ENTER BOTH numbers for mark Application Number(s) Registration Number (2458473 2218525 2458472 2218534 2778541	
Number of P	roperties Enter the total number of properties involved. # 6	
Fee Amount	Fee Amount for Properties Listed (37 CFR 3.41): \$ 165.00	
Method of Deposit Ac (Enter for pay	Payment: Enclosed XX Deposit Account	No 🔲
Statement an	ıd Signature	
attach	best of my knowledge and belief, the foregoing information is true and correct and sed copy is a true copy of the original document. Charges to deposit account are aut ted herein. astner	/19/01
	f Person Signing Signature	Date Signed
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying	ng parties attached Execution Date Month Day Year
Name Ohio Caliper, Inc.		07 16 2001
Formerly		
Individual General Partnership	Limited Partnership X Corpora	ation Association
Other		
X Citizenship State of Incorporation/Organization	Ohio	
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving partie	es attached
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DBA/AKA/TA		
Composed of		
Address (line 1)		
Address (line 2)		
Address (line 3)	State/Country	Zip Code
Gity Individual General Partnership	Limited Partnership	f document to be recorded is an useful state.
Corporation Association	a	not domiciled in the United States, an appointment of a domestic representative should be attached
Other		Designation must be a separate document from the Assignment.)
Citizenship/State of Incorporation/Organization	n	
Trademark Application Number(s) or Re		Mark if additional numbers attached
Enter either the Trademark Application Number or the Re		
Trademark Application Number(s)	Registra	tion Number(s)

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying P Enter Additional Co	arty enveying Party	X Ma	rk if additional name	s of conveying parties a	ttached Execution Date Month Day Year
Name	ARI Holdings, Inc.				07 16 2001
Formerly		·			
Individual	General Partnership	Limited	Partnership X	Corporation [Association
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	State of Incorporation/Organization	n <u>Del</u>	aware		
Receiving Pa	arty ceiving Party	Mark if ac	iditional names of re	celving parties attached	
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FORM PTO-1618C Expires 06/30/99 OM8 0651-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party	X Mark if additional names of conveying parties attached Execution Date Month Day Year
Name Klickitat, Inc.	07 16 2001
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship State of Incorporation/Organization	on California
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties attached
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Address (line 1)	
Address (line 2)	
Address (line 3)	State/Country Zip Code
City Individual General Partnership Corporation Association Other	Limited Partnership 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
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying Party Enter Additional Conveying Party	X Mark if additional names of convey	ring parties attached Execution Date Month Day Year
Name New ABS Friction	, Inc.	07 16 2001
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X Citizenship State of Incorporation	Organization Delaware	
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving part	ies attached
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Conveying Enter Addition	g Party al Conveying Party	X Mark if additional names of conve	ying parties attached Execution Date Month Day Year
Name [ATSCO Products, Inc.		07 16 2001
Formerly [
Individu	General Partnership	Limited Partnership X Corpo	oration Association
Other			
	hip State of Incorporation/Organization	Arizona	
Receiving Enter Additiona	Party al Receiving Party	Mark if additional names of receiving par	ties attached
Name			
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Address (line	1)		
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying Party Name						
Name American Remanufacturers, Inc.			X Ma	rk if additional name	es of conveying parties atta	execution Date
Individual General Partnership Limited Partnership X Corporation Association Other	Name [American Remanufacturers,	Inc.			
Other Solitzenship State of Incorporation/Organization Delaware	Formerly [
Receiving Party Enter Additional Receiving Party Name DBAVAKA/TA Composed of Address (line 2) Address (line 2) Address (line 3) Coy Individual General Partnership Limited Partnership assignment and the receiving party is not domiciled in the United State, an appointment of a domestic representative should be attached (Costgration must be a separate document from the Assignment.) Trademark Application Number (s) or Registration Number (DO NOT ENTER BOTH numbers for the same property). Trademark Application Number (s) Registration Number (s) Registration Number (s)	Individu	al General Partnership	Limited	Partnership X	Corporation	Association
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party	X Mark if additional names of conveying parties attached Execution Date
Name American Driveline, Inc.	Month Day Year 07 16 2001
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship State of Incorporation/Organization	on Michigan
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties attached
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DBA/AKA/TA	
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Address (line 1)	
Address (line 2)	
Address (line 3)	State/Country Zip Code
Individual General Partnership Corporation Association Other	Limited Partnership 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 the Assignment.)
Citizenship/State of Incorporation/Organizati	ion
Trademark Application Number(s) or R	
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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- TOTAL	
Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name New Driveline, Inc.	07 16 2001
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship State of Incorporation/Organizati	on Delaware
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties attached
Name	
DBA/AKA/TA	
Composed of	
Address (line 1)	
Address (line 2)	
Address (line 1)	State/Country Zip Code
Individual General Partnership	Limited Partnership If document to be recorded is an assignment and the receiving party is
Corporation Association	not domiciled in the United States, an appointment of a domestic representative should be attached
Other	(Designation must be a separate
Citizenship/State of Incorporation/Organiza	tion
Trademark Application Number(s) or F	<u> </u>
	Registration Number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s)
Trademark Application Number(s)	Registration (validation)

AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT, dated as of July 10, 2001, by the Borrowers and Guarantors that are signatory hereto (collectively referred to herein as "Grantors" and individually as a "Grantor") in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of the date hereof by and among Grantors, the other Persons named therein as Borrowers and Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Grantors;

WHEREAS, those Grantors that are not Borrowers have guaranteed payment of the Obligations under the Credit Agreement;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that each Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Amended and Restated Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

- 1. <u>DEFINED TERMS</u>. All capitalized terms used but not otherwise defined herein have the meanings given to them in <u>Annex A</u> thereto to the Credit Agreement.
- 2. <u>GRANT OF SECURITY INTEREST IN TRADEMARK</u>
 <u>COLLATERAL</u>. Each Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "<u>Trademark Collateral</u>"):

CH_DOCS\331972.3 [W97]

- (a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;
 - (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.
- 3. <u>SECURITY AGREEMENT</u>. ACEI, ADL and ATSCO hereby reaffirm the grant of the security interest in the Trademark Collateral given by ACEI and ATSCO pursuant to the Trademark Security Agreement dated as of January 30, 1998, October 16, 1998 and May 3, 1999, respectively, and the grant given by ACEI, ADL and ATSCO hereto is as a supplement to rather than a substitution for that prior grant of a security interest. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Pages Follow]

2

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

AUTOMOTIVE CALIPER EXCHANGE INCORPORATED

By: Paral A. Searcy
Title Secretary

OHIO CALIPER, INC.

By: Secretary

Title VP + Secretary

ARI HOLDINGS, INC.

By: Searcy
Name: Ronald A. Securcy
Title Secretary

KLICKITAT, INC.

By: Donald A. Seavey
Title Secretary

NEW ABS FRICTION, INC.

By: Long of A. Search
Title EVP

ATSCO PRODUCTS, INC.

By: Vonda A. Sparcy

Title EVP + Secretary

\$-1

FROM

AMERICAN REMANUFACTURERS, INC. Name: END 4 Title___ AMERICAN DRIVELINE, INC. Name: Ronal Title_ NEW DRIVELINE, INC. By: Name: Ronald Title___ ACCEPTED AND ACKNOWLEDGED BY: By:_____ Name:_____

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

Title____

AMERICAN REMANUFACTURERS, INC.

Ву:
Name:
Title
AMERICAN DRIVELINE, INC.
By:
Name:
Title
NEW DRIVELINE, INC.
By:
Name:
Title

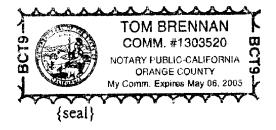
ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

Name: James M. Babcock Title Duly Anthonzed Signatory

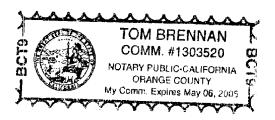
STATE OF Coliforia	_)	
COUNTY OF OCange	_))	SS.

On this 42 day of Joly before me personally appeared Lonald Series, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of AUTOMOTIVE CALIPER EXCHANGE INCORPORATED, who being by me duly swom did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



STATE OF California)	
)	\$\$
COUNTY OF Orange)	

On this // day of) of before me personally appeared before me personally appeared executed the foregoing instrument on behalf of NEW ABS FRICTION, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



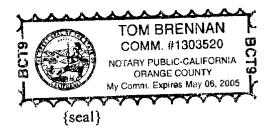
Notary Public

{scal}

TRADEMARK MONTH REEL: 002336 FRAME: 0017

)	
ss.	
)	
,)) ss)

On this 11th day of 201, 201 before me personally appeared Really Search, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of OHIO CALIPER, INC., who being by me duly swom did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



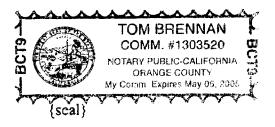
Notary Public

FROM

REEL: 002336 FRAME: 0018

STATE OF Colifornia	
)	SS
COUNTY OF orange)	

On this <u>lide</u>day of <u>lide</u> before me personally appeared executed the foregoing instrument on behalf of ARI HOLDINGS, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

(TUE) 7.10'01 22:43/ST. 22:30/NO.4861325918 P 54

SS.

STATE OF Colored)
COUNTY OF Orange)

On this 11th day of 201 201 before me personally appeared executed the foregoing instrument on behalf of KLICKITAT, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

TOM BRENNAN
COMM. #1303520

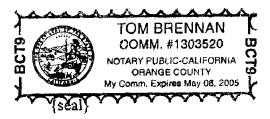
NOTARY PUBLIC-CALIFORNIA
ORANGE GOUNTY
My Control Expires May 96, 266.

(Scal)

STATE OF Colaid

SS.

On this 11th day of July before me personally appeared proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of ATSCO PRODUCTS, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

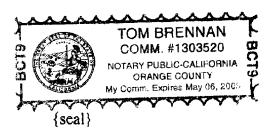


S-8

FROM

STATE OF California	_)	
COUNTY OF Crange)	SS.

On this 11—day of Jy Quel before me personally appeared second to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of AMERICAN REMANUFACTURERS, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



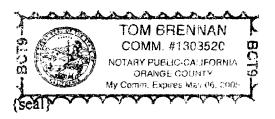
COUNTY OF Orange

SS



STATE OF (alifornia) ss.

On this "day of least before me personally appeared Secret, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of NEW DRIVELINE, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



SCHEDULE I

to

TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS

ARI

- 1. Trademark Registration for ARI name, dated June 5, 2001, Registration No. 2,458,473.
- 2. Trademark Registration for ARI Logo, dated June 5, 2001, Registration No. 2,458,472.

HOLDINGS

None.

ACEI

- 1. Trademark Registration for "ACEI" without design, dated January 19, 1999, Registration No. 2,218,525.
- 2. Application for Trademark Registration, filing receipt dated September 15, 1997 for "RoadProven" without design in United States Patent and Trademark Office, Application Serial No. 75/356650.
- 3. Non-Exclusive License Agreement, dated May 14, 1997, between ACEI and Aftermarket Technology Corp. ("ATC"), allowing a subsidiary of ATC to utilize ACEI's Front Wheel Drive Axle Catalog.
- 4. Agreement, dated October 17, 1996, between Neapco, Inc. and ACEI, for Neapco to purchase for its use on a non-exclusive basis ACEI's Front Wheel Drive Axle Catalog.
- 5. Trademark Registration for "ACEI" with design, dated January 19, 1999, Registration No. 2,218,534.

ACEI'S use of its unregistered trademark "SuperBrakes" in connection with its calipers program may potentially infringe or interfere with a registered trademark of another company. As of the Closing Date, ACEI has not received any oral or written communication from such company in connection with ACEI's use of the trademark "SuperBrakes."

KLICKITAT
None.
<u>OCl</u>
None.
<u>NDL</u>
None.
<u>ADL</u>
1. Trademark registration for "Herr," registration no. 1,778,541.
ATSCO
None.
ABS FRICTION CORP.
None.
ABS ON TIME LOGISTICS
None.
ARI HOLDINGS CANADA
None.
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RECORDED: 07/20/2001