

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Honeywell International Inc.

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

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

2. Name and address of receiving party (ies)

Name: **Bendix Commercial Vehicle Systems, LLC**
Internal Address: _____
Street Address: **901 Cleveland Street**
City: **Elyria** State: **OH** ZIP: **44035**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of _____
 Other **Limited Liability Company organized in Delaware**

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 31, 2002**

4. Application number(s) or registration number(s)
A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark Registration No. (s)
See Attached Schedule A

Additional numbers attached? Yes No

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

Name: **David A. Cohen**
Internal Address: _____
Honeywell Internaitonal Inc.
Street Address: _____
101 Columbia Road
City: **Morristown** State: **N.J** ZIP: **07962**

6. Total number of applications and registrations involved **20**

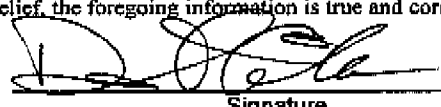
7. Total fees (37 CFR 3.41)..... **\$515.00**

Enclosed
 Authorized to be charged to deposit account

Deposit account number: **01-1125**

(Attach duplicate copy of this page if paying by deposit account)

B. 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.

David A. Cohen  **March 25, 2002**
Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
2900 Crystal Drive
Arlington, VA 22202-3513

Schedule A**U.S. Trademark Applications**

Mark	Application No.
BX and design	76/355924
DIA-CHECK	76/169325
PURAGUARD	76/325272

U.S. Trademark Registrations

Mark	Registration No.
AIR GUARD	773030
AntiLock design	2316493
BW and design	741872
BW and design	617755
BW and design	608274
BW and design	392585
DD2	784369
DD3	775317
SD3	784370
SPECRIGHT	2426908
SYSTEM-GUARD	1868173
TORQUEMASTER	1525535
TRU-CUPL	779722
TU-FLO	615205
ULTRAMET	1532937
ULTRAVAR	1416542
XVISION	2542470

Foreign Trademark Registrations

Mark	Country	Registration No.
BW and design	Australia	A150876
BW and design	Australia	A150877
BW and design	Canada	130647
BW and design	China	840820
BW and design	France	1569651
BW and design	Italy	699411
BW and design	South Africa	B64/4871
TU-FLO	Brazil	7136218
TU-FLO	Canada	130852
TU-FLO	China	840821
TU-FLO	Mexico	112646
ULTRAVAR	Australia	A448979
ULTRAVAR	New Zealand	166544

ASSIGNMENT OF TRADEMARKS

WHEREAS, Honeywell International Inc., a Delaware corporation, having a place of business at 101 Columbia Road, Morristown, New Jersey ("Assignor"), is the registered owner of record of the Trademarks set forth on the attached Schedule A:

WHEREAS, Bendix Commercial Vehicle Systems LLC, a Delaware limited liability company which is the successor by conversion to a partnership formerly known as AlliedSignal Truck Brake Systems Company ("Assignee"), is desirous of acquiring the entire right, title and interest in and to said Trademarks set forth on the attached Schedule A and goodwill associated therewith.

WHEREAS, Assignee has been the beneficial owner of certain trademark assets based on the trademark usage arising out of Assignee's business, which trademark assets are set forth in Schedule A attached hereto;

WHEREAS, predecessors-in-interest of both Assignor and Assignee were parties to a Contribution Agreement dated September 11, 1993, whereby certain trademark assets set forth in Schedule A annexed hereto were assigned and became part of the assets owned by AlliedSignal Truck Brake Systems Company when that entity was formed;

WHEREAS, Assignor and Assignee both desire that the Trademarks set forth in Schedule A be assigned to Assignee so that such assignment can be recorded in order that such assets can be registered in the name of Assignee, and thereby reflect Assignee's ownership thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged; Honeywell International Inc., hereby assigns to Bendix Commercial Vehicle Systems LLC, all right, title and interest in and to said Trademarks, together with the goodwill of the business symbolized thereby.

Honeywell International Inc.

March 20, 2002

By 
David A. Cohen
Assistant Secretary