

07-05-2002

TRADEMARKS ONLY



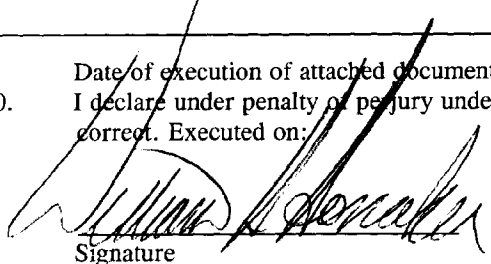
To the Honorable Commissioner of: 102144003
Please record the attached original of _____

<p>1. Name of Party(ies) conveying an interest:</p> <p>Sanford Acquisition Company <i>7.2.02</i></p> <p>Entity:</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State of Michigan</p> <p><input type="checkbox"/> Other -</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: Federal-Mogul Corporation</p> <p>Internal Address:</p> <p>Street Address: 26555 Northwestern Highway</p> <p>City: Southfield State: Michigan Zip:48034</p> <p>Entity:</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State of Michigan</p> <p><input type="checkbox"/> Other</p> <p>Citizenship:</p>
<p>3. Interest Conveyed:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Other</p>	<p>If not domiciled in the United States, a domestic representative designation is attached:</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No</p> <p>(The attached document must not be an assignment)</p>
<p>4. Application number(s) or registration number(s). (Additional Sheet Attached?) Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>A. Trademark Serial No.</p>	<p>B. Trademark Registration No.(s)</p> <p><u>1,489,241</u></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: William H. Honaker</p> <p>Address: Howard & Howard Attorneys, P.C. The Pinehurst Office Center, Suite #101 39400 North Woodward Avenue</p> <p>City: Bloomfield Hills State: MI Zip: 48304-5151</p>	<p>6. Number of applications and registrations involved:</p> <p>One (1)</p> <p>7. Amount of fee enclosed or authorized to charged:</p> <p>\$ 40.00 (enclosed)</p> <p>8. Deposit account number (Attach duplicate copy of this form if paying by deposit account) 08-2789</p>

DO NOT USE THIS SPACE

9. Date of execution of attached document November 30, 1999

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:



Signature

William H. Honaker
Name of Person Signing

June 19, 2002
Date

07/05/2002 LMJELLER 00000047 1489241

01 FC:481

40.00 DP

TRADEMARK
REEL: 002538 FRAME: 0090

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by and between FEDERAL-MOGUL CORPORATION ("FM"), a Michigan Corporation and SANFORD ACQUISITION COMPANY ("SANFORD"), a Michigan corporation, and is effective this 30th day of November, 1999.

WHEREAS SANFORD owns the global trademark rights for the trademarks including "Sealed Power", Speed Pro", "Girl in Ring", "Lightning Bolt", and related trademarks (the "Marks") for which SANFORD owns the registrations identified in Appendix A for the goods and services identified therein; and

WHEREAS FM desires to acquire the Marks and the Registrations therefor: NOW, THEREFORE, the parties agree as follows:

- 1. SANFORD warrants to FM that:
(a) SANFORD is the owner of the Marks, trademark registrations and applications set forth in Appendix A:
(b) SANFORD is not aware of any third party right to block or interfere with the ownership being transferred under the Trademark Assignment; and
(c) FM will not have to pay any third party for the transfer of trademark ownership under this Trademark Assignment.
2. As of the date of this Trademark Assignment, and for good and valuable consideration, the receipt of which is hereby acknowledged, SANFORD hereby sells, assigns and transfers to FM all rights, title and interest to each of the Marks, except for those in Mexico, together with the goodwill of the business symbolized by the Marks, and the registrations thereof and applications therefor.

FEDERAL-MOGUL CORPORATION

SANFORD ACQUISITION COMPANY

By: [Signature]
David M. Sherbin
Title: Secretary

By: [Signature]
Susan J. Stewart
Title: Assistant Secretary

Date: November 30, 1999

Date: November 30, 1999

COUNTY OF Macomb)
)ss
STATE OF Michigan)

COUNTY OF LUCAS)
)ss
STATE OF OHIO)

Sworn and subscribed to before me
This 30th day of November 1999.

Sworn and subscribed to before me
This 30th day of November 1999.

[Signature]
Notary Public

[Signature]
Notary Public

JACQUELINE MARASCO
Notary Public, Macomb County, MI
My Commission Expires Nov. 9, 2001



ROBERT M. LEONARD, Attorney at Law
Notary Public, State of Ohio
My commission has no expiration date

Appendix A
1 of 5

MASTER FILE REPORT
PAGE: 1

PCMASTER REPORTER

08JL1999 15

TM. PL = "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
USA
"LIGHTNING BOLT"
SEALOOS
FEDERAL MUGUL TRADEMARKS WORLDWIDE
TRADEMARK

CTY
Docket No.

TRADEMARK	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR R
SEALED POWER	USA	110637	230E1976	1074888	110C19
SEALED POWER	USA	340226	090C1969	894994	21JL19
SEALED POWER & DESIGN	USA	754803	29SE1988	1574726	02JA19
SEALED POWER & DESIGN	USA	463322	27JA1984	1354968	20AU19
SEALED POWER & DESIGN	USA	330353		1240879	07JL19
SEALED POWER	USA	427876	26JA1940	380020	06AU19
SEALED POWER	USA	336885	01JE1932	306126	05SE19
SEALED POWER	USA	323714	01FE1932	303861	13JL19
GIRL IN RING	ARGE			1615467	13SE19
LIGHTNING BOLT	ARGE	1843402	22MY1992	1548173	30DE19
SEALED POWER & DESIGN	ARGE	1917289	22AP1994	1545303	30NO19
SEALED POWER & DESIGN	ARGE	1917289	22AP1994	1545302	30NO19
SEALED POWER AND DEVICE	ARGE	2041593	22JL1996	1622617	20NO19
SEALED POWER AND DEVICE	ARGE	2041594		1622618	20NO19
GIRL IN RING	ASTL	252036	20SE1971	A252036	20SE19
GIRL IN RING	ASTL	252037	20SE1971	A252037	20SE19
LIGHTNING BOLT	ASTL	367901	10NO1981	A367901	10NO19
SEALED POWER & DESIGN	ASTL	367900	10NO1981	A367900	10NO19
SEALED POWER	ASTL	104256	190C1950	A104256	190C19
GIRL IN RING	BENE	10986	08SE1971	304540	08SE19
SEALED POWER & DESIGN	BENE	646844	07DE1981	378185	07DE19
SEALED POWER	BENE	10987	08SE1971	304541	08SE19
GIRL IN RING	BRAZ	002958678	31MR1984	002958678	31MR19
SEALED POWER & DESIGN	BRAZ	810726980	30AU1983	810726980	30AU19
SEALED POWER	BRAZ	002919818	07FE1964	002919818	07FE19
SEALED POWER	BRAZ	002919826	07FE1984	002919826	07FE19
LIGHTNING BOLT	CANA	477737	03NO1981	286649	06JA19
SEALED POWER & DESIGN	CANA	477738	03NO1981	288517	07MR19
SEALED POWER	CANA	55451	01SE1987	55451	01SE19
SEALED POWER & DESIGN	CHIL	96301	06AP1983	407375	06JE19
SEALED POWER	CHIL	365186	24NO1980	365186	21FE19
LIGHTNING BOLT	COLO	205321	29SE1991	113516	07AP19
SEALED POWER	COLO	13446	21DE1990	13446	21DE19
SEALED POWER (DESIGN)	COLO			171546	28DE19
SEALED POWER & DESIGN	DEAN	4702/E1	05NO1981	1977782	22MY19
GIRL IN RING	FRAN	119606	06SE1971	1686723	09AU19
LIGHTNING BOLT	FRAN	613733	26NO1981	1707977	26NO19
SEALED POWER & DESIGN	FRAN	613732	26NO1981	1707976	26NO19
SEALED POWER	FRAN		29JL1977	1420526	29JL19
GIRL IN RING	GBRI	979762	27AU1971	979762	27AU19

Appendix A
2 of 5

MASTER FILE REPORT
PAGE: 2

PCMASTER RDPORTR

08JEL992 15 15

TM PL < "SEALED POWER" OR "SEALED PRO" OR "GIRL IN RING" OR
GBRI
"LIGHTNING BOLT"
LIGH011
FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

CTY
Docket No.

	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR REG DT
LIGHTNING BOLT	GBRI	1161906	25SE1901	1161906	25SE1908
SEALED POWER & DESIGN	GBRI	1161907	25SE1901	1161907	25SE1908
SEALED POWER	GBRI	979761	27AU1971	979761	27AU1992
GIRL IN RING	GERM	§ 24012/7 W2	23SE1971	906651	30SE1991
SEALED POWER & DESIGN	GERM	§36886/TWZ	10NO1981	1035017	30NO1991
SEALED POWER	GERM	§24843/TWZ	23SE1971	917638	23SE1974
SEALED POWER & DESIGN	CRMC	72524	30JL1982	72524	30JL1992
SEALED POWER	GRCG	11559	11JA1978	11559	11JA1998
SEALED POWER	GRCG	11560	11JA1978	11560	11JA1998
SEALED POWER	HONG	226/88	15JA1988	83112/91	20SE1995
SEALED POWER	HONG	1094/71	13SE1971	8924/19/75	13SE1971
LIGHTNING BOLT	INDI	427478	22SE1984	427478	22SE1996
SEALED POWER	INDI	309790	01JA1997		
SEALED POWER	INDI	4667/1937	01JA1997	4667/1937	01JA1997
SEALED POWER	INDI	427479	22SE1984		
SEALED POWER	INDI	322878	09FE1977		
LIGHTNING BOLT	INDO	4297	04DE1981	164005	03MY1992
SEALED POWER	INDO	09723270	24OC1997	233699	26AP1998
SEALED POWER & DESIGN	ISRA	53043	05OC1981	53043	05OC1988
SEALED POWER	ISRA	36069	28AO1972	36069	28AO1993
SEALED POWER	ISRA	34152	01SE1971	34152	01SE1992
LIGHTNING BOLT	ITAL	35788 C/B1	17DE1981	443584	17DE1981
SEALED POWER & DESIGN	ITAL	35789C/B1	17DE1981	443585	05SE1986
SEALED POWER	ITAL	RM91C/002980	06SE1971	613651	12OC1993
LIGHTNING BOLT	JAPA	129/82	06JA1982	1816305	11OC1985
SEALED POWER & DESIGN	JAPA	110/82	06JA1982	1862805	30MY1996
SEALED POWER	JAPA			305713	21DE1997
LIGHTNING BOLT	KORS	8111642	31DE1981	84006	22SE1982
SEALED POWER & DESIGN	KORS	81-11643	31DE1981	91082	25MY1993
SEALED POWER	KORS	4677/1971	29OC1971	28669	25FE1982
SEALED POWER & DESIGN	LEBA	414/A/206655	01DE1983	45052	01DE1983
SEALED POWER	LEBA	43185	08JA1983	43185	08JA1983
GIRL IN RING	MAYS	79305	21JL1978	M/79305	21JL1985
SEALED POWER	MAYS	79306	21JL1978	M/79306	21JL1985
GIRL IN RING	MEXI	100127	11DE1959	100127	11DE1994
SEALED POWER & DESIGN	MEXI	202645	08JL1982	286343	09JL1982
SEALED POWER & DESIGN	MEXI	202646	08JL1982	283718	08JL1982
SEALED POWER	MEXI	110400	14KR1977	204000	14KR1982
SEALED POWER	MEXI	37994	09DE1982	37994	09DE1982
LIGHTNING BOLT	NEWZ	139839	23NO1981	139839	23NO1981
SEALED POWER & DESIGN	NEWZ	139840	23NO1981	139840	23NO1981

Appendix A
3 of 5

MASTER FILE REPORT
PAGE: 3

PCMASTER REPORTER

08JL1999 15 15

TM. PL - "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
NORM

CTY

"LIGHTNING BOLT"
LIGH024
FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

Docket No.

	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR REG DT
LIGHTNING BOLT	NORM	813048	09NO1981	119183	22NO1984
SEALED POWER & DESIGN	NORM	813048	09NO1981	114916	03NO1983
SEALED POWER	NORM			25945	27DE1997
SEALED POWER + GIRL IN THE RING	PAKI	67992	20JL1978	67992	20JL1995
SEALED POWER + GIRL IN THE RING	PAKI	67791	20JL1978	67791	20JL1985
SEALED POWER WITH INSIGNIA	PAKI	114374	10FE1992		
LIGHTNING BOLT	PERU	200980	03AP1992	43395	12AP1992
LIGHTNING BOLT	PERU	200982	03AP1992	43996	12AP1992
SEALED POWER & DESIGN	PERU	200981	03AP1992	43993	12AP1992
SEALED POWER & DESIGN	PERU	200983	12AP1992	43994	12AP1992
SEALED POWER	PERU			41977	27JL1996
SEALED POWER	PERU			4411	27JL1996
SEALED POWER	PHIL			1319	23MY1988
SEALED POWER WITH INSIGNIA	PHIL	48661	06JL1982	815	23JL1988
SEALED POWER	PORT			36730	20FE1987
SEALED POWER	PORT			142840	25JL1996
SEALED POWER	PORT			250297	29MY1992
SEALED POWER	PORT			244767	17MY1991
SEALED POWER	PORT			17447	29FE1992
SEALED POWER & DESIGN	SAFR	817109	24BE1981	817108	24SE1991
SEALED POWER & DESIGN	SAFR	8179318	07DE1981	8179318	07DE1991
SEALED POWER	SAFR	38/886/1	04JL1986	38/886/1	04JL1986
SEALED POWER	SAFR	38/886/2	04JL1986	38/886/2	04JL1986
SEALED POWER	SAFR	1584/37/1	08DE1985	37/1584/1	08DE1985
SEALED POWER	SAFR	1584/37/2	08DE1985	1584/37/2	08DE1985
SEALED POWER & DESIGN	GAUD	54/114032	14NO1982	118/11	28JL1992
GIRL IN RING	SING	76551	12JL1978	76551	12JL1985
LIGHTNING BOLT	SING	5/1894/82	16AP1982	1694/82	16AP1989
SEALED POWER	SING	76552	12JL1978	76552	12JL1985
SEALED POWER	SING	31895/82	16AP1982	1895/82	16AP1989
SEALED POWER & DESIGN	SPAI	991214	20JA1983	991214	20JA1993
SEALED POWER & DESIGN	SPAI	1029412	05OC1983	1029412	05OC1993
SEALED POWER	SPAI	119205	04MR1943	119205	04MR1988
SEALED POWER	SPAI	119206	04MR1943	119206	04MR1988
LIGHTNING BOLT	SRIL	44576	20MY1982	44576	13MY1992
LIGHTNING BOLT	SWED	815807	03NO1981	180664	19MR1992
SEALED POWER & DESIGN	SWED	815808	03NO1981	180761	26MR1992
SEALED POWER & DESIGN	SWIT	6493	10DE1901	318245	10DE1981
SEALED POWER	SWIT	4436	07SE1971	395237	07SE1991
LIGHTNING BOLT	TAIW	7038219	16NO1981	177907	16AP1992
SEALED POWER & DESIGN	TAIW	7038222	16NO1981	177906	16AP1992

Appendix A
4 of 5

SR 8 7101

MASTER FILE REPORT
PAGE: 4

PCMASTER REPORTER

08JUL1992 15 15

TM.PL = "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
TAIN
"LIGHTNING BOLT"

CTY

Docket No.

NEWS034
FEDERAL HOGUL TRADEMARKS WORLDWIDE
TRADEMARK

SEALED POWER & DESIGN
SEALED POWER
SEALED POWER
SEALED POWER WITH INSIGNIA
GIRL IN RING
SEALED POWER
LIGHTNING BOLT
SEALED POWER & DESIGN
SEALED POWER
LIGHTNING BOLT
SEALED POWER
LIGHTNING BOLT
SEALED POWER & DESIGN
SEALED POWER

CTY	CUR APP NO
TAIN	7038221
TAIN	53011
TAIN	52478
TAIN	70-38220
THAI	366157
THAI	137193
TURK	119046/81
TURK	119047/81
TURK	52297/71
URUG	183766
URUG	209970
VENE	8959/81
VENE	8958/81
VENE	2002

CUR APP DT	CUR REG NO	CUR REG DT
16NO1981	180003	---
00SB1971	53011	16MY1992
08SE1971	52478	01JUL1992
16NO1981	183027	01MY1992
03AU1990	66225	01JUL1992
07FE1981	KOR 14351	04AU1988
21DK1981	133046	07FE1994
21DE1981	133187	21DE1991
29DE1971	133761	21DE1991
07DE1981	264665	29DE1991
28AU1986	289138	27NO1994
14OC1981	115.330-F	28AU1996
14OC1981	113.090-F	18AP1986
25AP1996	26010	19AU1985
		04MY1983

ADDITIONAL LICENSED TRADEMARKS

GIRL IN A RING DESIGN

<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Expires</u>
U.S.	698991	07 Jun 60	07 Jun 00
U.S.	710859	07 Feb 61	07 Feb 01
U.S.	894996	21 Jul 70	21 Jul 00
U.S.	1074889	11 Oct 77	11 Oct 97
U.S.	1171135	29 Sep 81	29 Sep 01

LIGHTNING BOLT DESIGN

<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Expires</u>
U.S.	1188412	02 Feb 82	02 Feb 02
U.S.	1489241	24 May 88	24 May 08

SEALED POWER

<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Expires</u>
Korea	26376	08 May 72	08 May 02
Netherlands	1977/82	28 May 92	28 May 02
Syria	7468	19 Jan 83	19 Jan 03
U.S.	1487293	10 May 88	10 May 08

SPEED-PRO

<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Expires</u>
Australia	A419937	19 Dec 84	19 Dec 05
Canada	267017	05 Mar 82	05 Mar 97
Mexico	177385	Pending App.	Filed 06 Sep 93
U.S.	956450	03 Apr 73	03 Apr 03
U.S.	1151499	21 Apr 81	21 Apr 01