

TRADEMARKS ONLY

TRADEMAI

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

07-08-2002



102147041

1. Name of Party(ies) conveying an interest:

Sanford Acquisition Company

FINANCE

7.2.02

Entity:

- Individual(s)
- General Partnership
- Corporation-State of Michigan
- Other -
- Association
- Limited Partnership

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

Name: Federal-Mogul Corporation
Internal Address:

Street Address: 26555 Northwestern Highway
City: Southfield State: Michigan Zip:48034

- Entity:
- Individual
 - General Partnership
 - Corporation-State of Michigan
 - Other
 - Association
 - Limited Partnership
- 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 Serial No.

B. Trademark Registration No.(s)

956,450

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

Name: William H. Honaker
Address: Howard & Howard Attorneys, P.C.
The Pinehurst Office Center, Suite #101
39400 North Woodward Avenue
City: Bloomfield Hills State: MI Zip: 48304-5151

6. Number of applications and registrations involved:

One (1)

7. Amount of fee enclosed or authorized to charged:

\$ 40.00 (enclosed)

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 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 21, 2002
Date

07/05/2002 TBIAZ1 00000113 956450

01 FC:481

40.00 OP

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
Date: November 30, 1999

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

08J1933 1

IM.PL = "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
USA

CTY

"LIGHTNING BOLT"
SEAL005
FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

Docket No.

TRADEMARK	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR
SEALED POWER	USA	110637	23DE1976	1074888	110C
SEALED POWER	USA	340226	09OC1969	894994	21JL
SEALED POWER & DESIGN	USA	754803	29SE1986	1574726	02JA
SEALED POWER & DESIGN	USA	463322	27JA1984	1354968	20AU
SEALED POWER & DESIGN	USA	330353		1240879	07JE
SEALED POWER	USA	427676	26JA1940	380020	06AG
SEALED POWER	USA	336865	01JE1932	306126	05SE
SEALED POWER	USA	323714	01FE1932	303861	13JE
GIRL IN RING	ARGE			1615467	13SE
LIGHTNING BOLT	ARGE	1843402	22MY1992	1548173	30DE
SEALED POWER & DESIGN	ARGE	1917289	22AP1994	1545303	30NO
SEALED POWER & DESIGN	ARGE	1917288	22AP1994	1545302	30NO
SEALED POWER AND DEVICE	ARGE	2041593	22JL1996	1622617	20NO
SEALED POWER AND DEVICE	ARGE	2041594		1622618	20NO
GIRL IN RING	ASTL	252036	20SE1971	A252036	20SS
GIRL IN RING	ASTL	252037	20SE1971	A252037	20SE
LIGHTNING BOLT	ASTL	367901	10NO1981	A367901	10NO
SEALED POWER & DESIGN	ASTL	367900	10NO1981	A367900	10NO
SEALED POWER	ASTL	104256	19OC1950	A104256	19OC
GIRL IN RING	BENE	10986	08SE1971	304540	08SE
SEALED POWER & DESIGN	BENE	646844	07DE1981	378165	07DE
SEALED POWER	BENE	10987	03SE1971	304541	06SE
GIRL IN RING	BRAZ	002958678	31MR1984	002958678	31MR
SEALED POWER & DESIGN	BRAZ	810726980	30AU1983	810726980	30AU
SEALED POWER	BRAZ	002919818	07FE1984	002919818	07FE
SEALED POWER	BRAZ	002919826	07FE1984	002919826	07FE
LIGHTNING BOLT	CANA	477737	03NO1981	286649	06JA
SEALED POWER & DESIGN	CANA	477738	03NO1981	288517	02MR
SEALED POWER	CANA	55451	01SE1987	55451	01SE
SEALED POWER & DESIGN	CHIL	96301	06AP1983	407375	06JE
SEALED POWER	CHIL	365186	24NO1980	365186	21FE
LIGHTNING BOLT	COLO	205321	29SE1991	113516	07AP
SEALED POWER	COLO	13446	21DE1990	13446	21DE
SEALED POWER (DESIGN)	COLO			171546	28DE
SEALED POWER & DESIGN	DEAN	4702781	05NO1981	1977782	29MY
GIRL IN RING	FRAN	119606	06SE1971	1686723	09AU
LIGHTNING BOLT	FRAN	613733	26NO1981	1707977	26NO
SEALED POWER & DESIGN	FRAN	613732	26NO1981	1707976	26NO
SEALED POWER	FRAN		29JL1977	1420526	29JL
GIRL IN RING	GBRI	979762	27AU1971	979762	27AU

TRADEMARK

Appendix A
2 of 5

MASTER FILE REPORT
PAGE: 2

PCMASTER REPORTER

08JUL1992 15 15

CM PL < "SEALED POWER" OR "SEALED PRO" OR "GIRL IN RING" OR
GBRI

CTY

"LIGHTNING BOLT"
LIGH011
FEDERAL HOGUL TRADEMARKS WORLDWIDE
TRADEMARK

Docket No.

	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR REC DT
LIGHTNING BOLT	GBRI	1161906	25SE1901	1161906	25SE1908
SEALED POWER & DESIGN	GBRI	1161907	25SE1901	1161907	25SE1901
SEALED POWER	GBRI	979761	27A01971	979761	27A01992
GIRL IN RING	GERM	S 24042/7 WZ	21SE1971	906651	30SE1991
SEALED POWER & DESIGN	GERM	S36886/7WZ	10NO1981	1035017	30NO1991
SEALED POWER	GERM	S24843/7WZ	23DE1971	917638	23SE1971
SEALED POWER & DESIGN	CRXC	72524	30JL1902	72524	30JL1992
SEALED POWER	GBRC	11559	11JA1978	11559	11JA1998
SEALED POWER	GREC	11560	11JA1978	11560	11JA1998
SEALED POWER	HONG	226/88	15JA1988	B3112/91	20SE1995
SEALED POWER	HONG	1091/71	13SE1971	B924/19/75	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	09FC1977		
LIGHTNING BOLT	INDO	4297	04DE1981	164005	03MY1992
SEALED POWER	INDO	D9723270	24OC1997	233699	26AP1998
SEALED POWER & DESIGN	ISRA	53043	05OC1981	55043	05OC1988
SEALED POWER	ISRA	36069	28AO1972	36069	28AO1993
SEALED POWER	ISRA	34152	01SE1971	34152	01SE1992
LIGHTNING BOLT	ITAL	35788 C/E1	17DE1981	443504	17DE1981
SEALED POWER & DESIGN	ITAL	35789C/81	17DE1981	443585	05SE1986
SEALED POWER	ITAL	RM91C/002980	06SE1971	613651	12DE1993
LIGHTNING BOLT	JAPA	129/82	06JA1982	1816305	31OC1985
SEALED POWER & DESIGN	JAPA	130/82	06JA1982	1862805	30MY1996
SEALED POWER	JAPA			303713	21DE1997
LIGHTNING BOLT	KORS	0111642	31DE1981	84006	22SE1982
SEALED POWER & DESIGN	KORS	01-11643	31DE1981	91082	25MY1993
SEALED POWER	KORS	4677/1971	29OC1971	28669	25FE1992
SEALED POWER & DESIGN	LEBA	414/A/206655	01DE1983	45052	01DE1983
SEALED POWER	LEBA	43185	08JA1983	43185	06JA1983
GIRL IN RING	MXYS	79305	21JL1978	M/79305	21JL1985
SEALED POWER	MXYS	79306	21JL1978	M/79306	21JL1985
GIRL IN RING	MXCI	100127	11DE1959	100127	11DE1994
SEALED POWER & DESIGN	MXCI	202645	08JL1982	286343	08JL1982
SEALED POWER & DESIGN	MXCI	202646	08JL1982	285718	08JL1982
SEALED POWER	MXCI	110400	14MR1977	204000	14MR1992
SEALED POWER	MXCI	37994	09DE1982	37994	09DE1992
LIGHTNING BOLT	NEWZ	139839	23NO1981	139839	23NO1991
SEALED POWER & DESIGN	NEWZ	139840	23NO1981	8139840	23NO1981

Appendix A
Set 5

MASTER FILE REPORT
PAGE: 3

PCMASTER REPORTER

08JEL999 15 15

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

CTY

Docket No.

LIGH024
FEDERAL MOGUL TRADEMARRS WORLDWIDE
TRADEMARK

	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR REG DS
LIGHTNING BOLT	NORM	813048	09NO1981	119183	22NO1984
SEALED POWER & DESIGN	NORM	813048	09NO1981	114916	03NO1983
SEALED POWER	NORW			25945	27DE1987
SEALED POWER + GIRL IN THE RING	PAKI	67992	20JL1978	67992	20JL1985
SEALED POWER + GIRL IN THE RING	PAKI	67791	20JL1978	67791	20JL1985
SEALED POWER WITH INSIGNIA	PAKI	114374	10FE1992		
LIGHTNING BOLT	PERU	200980	03AP1992	43995	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			43977	27JL1986
SEALED POWER	PERU			4411	27JL1986
SEALED POWER	PHIL			1319	23MY1988
SEALED POWER	PHIL			815	23JL1988
SEALED POWER WITH INSIGNIA	PHIL	48661	08JL1987	36730	20FE1987
SEALED POWER	PORT			148640	25JL1998
SEALED POWER	PORT			250297	29MY1992
SEALED POWER	FORT			244767	17MY1991
SEALED POWER	PUDR			17447	29FE1992
SEALED POWER & DESIGN	SAFR	817109	24SE1981	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	SAUD	54/114032	14NO1982	118/11	28JL1992
GIRL IN RING	SING	76551	12JL1978	76551	12JL1985
LIGHTNING BOLT	SING	5/1894/82	16AP1982	1894/82	16AP1989
SEALED POWER	SING	76552	12JL1978	76552	12JL1985
SEALED POWER	SING	31895/82	16AP1982	1895/82	16AP1989
SEALED POWER & DESIGN	SPAI	991214	20JL1983	991214	20JL1993
SEALED POWER & DESIGN	SPAI	1029412	05OC1983	1029412	05OC1993
SEALED POWER	BPKI	119205	04MR1943	119205	04MR1988
SEALED POWER	SPAI	119206	04MR1943	119206	04MR1988
SEALED POWER	SRIL	44576	20MY1982	44576	13MY1992
LIGHTNING BOLT	SWED	815807	03NO1981	180664	19MR1982
LIGHTNING BOLT	SWED	815808	03NO1981	180761	26MR1992
SEALED POWER & DESIGN	SWIT	6493	10DE1901	318245	10DE1981
SEALED POWER & DESIGN	SWIT	6436	07SE1971	395237	07SE1991
SEALED POWER	TAIW	7038219	16NO1981	177907	16AP1992
LIGHTNING BOLT	TAIW	7038222	16NO1981	177906	16AP1992
SEALED POWER & DESIGN					

Appendix A
4 of 5

58 P. 78101

MASTER FILE REPORT
PAGE: 4

PCMASTER REPORTER

08JUL1993 15 15

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

CTY

"LIGHTNING BOLT"
NEWS034
FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

Docket No.

	CTY	CUR APP NO	CUR APP DT	CUR REG NO	CUR REG DT
SEALED POWER & DESIGN	TAIW	7038221	16NO1981	180003	16MY1992
SEALED POWER	TAIW	53011	08SD1971	53011	01JUL1992
SEALED POWER	TAIW	52478	08SK1971	52478	01MY1992
SEALED POWER WITH INSIONIA	TAIW	70-38220	16NO1981	183027	01JUL1992
GIRL IN RING	THAI	366157	03AU1990	66225	04AU1988
SEALED POWER	THAI	137193	07FE1984	KOR 14351	07FE1994
LIGHTNING BOLT	TURK	119046/81	21DK1981	133046	21DE1991
SEALED POWBR & DESIGN	TURK	119047/81	21DE1981	133187	21OE1991
SEALED POWER	TURK	52297/71	29DE1971	133761	29OE1991
LIGHTNING BOLT	URUG	183766	07DE1981	284665	17NO1994
SEALED POWER	URUG	209970	28AU1986	289138	28AD1986
LIGHTNING BOLT	VENE	8959-/81	14OC1981	116.330-F	10AP1986
SEALED POWER & DESIGN	VENE	8958/81	14OC1981	113.090-F	19AU1985
SEALED POWER	VENE	2002	29AP1992	28010	04MY1983

RECEIVED TIME 6 JUN. 9. 10:53 AM '85

DANA WESTGATE PATENT

JUN-09-1993 10:22

TRADEMARK
REEL: 002539 FRAME: 0441

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