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03-28-2003

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



102403642

Tab settings ⇌ ⇌ ⇌ ▼

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

1. Name of conveying party(ies):

Federal Mogul World Wide, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Assignment nunc pro tunc 4/20/01

Execution Date: March 3, 2003

2. Name and address of receiving party(ies)

Name: TCI Automotive, L.L.C.

Internal Address: _____

Street Address: 3408 Democrat Rd.

City: Memphis State: TN Zip: 38118

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

Other Delaware limited liability company
 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

OFFICE OF RECORDS
MAR 25 AM 9:01
FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Schedule A

Additional number(s) attached Yes No

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

Name: Russell H. Walker

Internal Address: _____

WALKER, MCKENZIE & WALKER, P.C.

Street Address: 6363 Poplar Ave., Suite 434

City: Memphis State: TN Zip: 38119-4896

6. Total number of applications and registrations involved: _____

14

7. Total fee (37 CFR 3.41).....\$ 365.00

- Enclosed
- Authorized to be charged to deposit account
Refunds & Additional Fees Only

8. Deposit account number:

23-0125

(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.

Russell H. Walker (Reg.No.35,401)

Russell H. Walker

3/20/2003

Name of Person Signing

Signature

Date

03/27/2003 DBYRNE 00000098 1663373

Total number of pages including cover sheet, attachments, and document: 3

01 FC:8521
02 FC:8522

40.00 OP
325.00 OP

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002701 FRAME: 0760

Schedule A

United States Trademark Registrations

Mark	Registration No.
BREAKAWAY	1,663,373
C-COM	2,400,555
ROLL STOP	1,775,830
ROLLSTOP! (stylized)	1,662,401
SATURDY NIGHT SPECIAL	1,743,896
SIZZLER	1,888,373
STREETFIGHTER	1,676,700
TCI	1,656,185
TCI	1,672,080
TCI	1,672,081
TCI and design	1,671,680
TCI and design	2,403,369
T-COM	2,348,628
TRANS-SCAT	1,550,895

ASSIGNMENT

STATE OF MICHIGAN
COUNTY OF OAKLAND

This Assignment is effective nunc pro tunc as of April 20, 2001.

WHEREAS, Federal Mogul World Wide, Inc., a Michigan corporation, having its principal office at 2655 Northwestern Highway, Southfield, Michigan 48034 (hereafter "FMWWI"), has adopted, used, and is using the following trademarks as respectively registered in the United States Patent and Trademark Office under the following registrations:

BREAKAWAY	U.S. REG 1663373
C-COM	U.S. REG 2400555
ROLLSTOP	U.S. REG 1775830
ROLLSTOP!	U.S. REG 1662401
SATURDAY NIGHT SPECIAL	U.S. REG 1743896
SIZZLER	U.S. REG 1888373
STREETFIGHTER	U.S. REG 1676700
TCI (Australia)	A607108
TCI (Canada)	TMA361027
TCI	U.S. REG 1656185
TCI	U.S. REG 1672080
TCI	U.S. REG 1672081
TCI DESIGN	U.S. REG 1671680
TCI DESIGN	U.S. REG 2403369
T-COM	U.S. REG 2348628
TRANS-SCAT	U.S. REG 1550895

WHEREAS, TCI Automotive, LLC, a Delaware limited liability company, having its principal office at 3408 Democrat Rd., Memphis, Tennessee 38118 (hereinafter "TCI"), is desirous of acquiring said trademarks and trademark registrations, along with the goodwill of the business associated therewith; is desirous of acquiring all rights in and to said marks, their U.S. and foreign registrations and the goodwill represented by said marks;

NOW THEREFORE, effective April 20th 2001, in consideration of and in exchange for the sum of One U.S. Dollar (\$1.00) in-hand paid to it by TCI, and other good and valuable consideration, receipt of which is hereby acknowledged, FMWWI does hereby sell, assign, transfer and set over to TCI all rights, title, and interest in and to the trademarks, trademark registrations and applications for registration, together with the goodwill of the business symbolized by the trademarks, trademark registrations and applications for registration, both U.S. and foreign.

FMWWI hereby covenants that it has full right to convey the entire interest herein conveyed and that it will execute such further documents as may be necessary to perfect the interests herein conveyed.

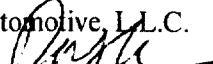
FEDERAL MOGUL WORLD WIDE, INC.

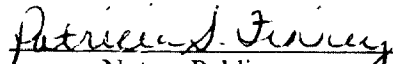
DATED: March 3, 2003

By: 
David M. Sherbin, Secretary

Subscribed and sworn to before me,
A Notary Public in OAKLAND
County, Michigan, this 3
Day of March, 2003.

Accepted by:

TCI Automotive, L.L.C.
By: 
Ronald L. Coleman, ~~President~~ Chief Manager


Notary Public

My Commission Expires: July 17, 2003
PATRICIA S. FINNEY

Notary Public, Oakland County, Michigan
My commission expires on July 17, 2003
RECORDED: 03/25/2003

TRADEMARK
REEL: 002701 FRAME: 0762