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MARKS ONLY

Form PTO-1594
(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Micro Craft, Inc.

3.26.03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 13, 2003

2. Name and address of receiving party(ies)

Name: Niles Acquisition Corp.

Internal Address: c/o Ripplewood Holdings, LLC

Street Address: One Rockefeller Plaza, 2nd

City: New York State: NY Zip: 10020

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

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 PUBLIC RECORDS
2003 MAR 26 PM 2:21
FINANCE SECTION

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,119,160

Additional number(s) attached Yes No

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

Name: Monica P. McCabe

Internal Address: Piper Rudnick LLP

Street Address: 1251 Avenue of the Americas

City: New York State: NY Zip: 10020

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501303

DO NOT USE THIS SPACE

9. Signature.

Monica P. McCabe
Name of Person Signing

Monica P. McCabe
Signature

3/19/03
Date

Total number of pages including cover sheet, attachments, and document: 1

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

03/28/2003 DBYRNE 00000031 2119160

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TRADEMARK
REEL: 002702 FRAME: 0883

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

This Assignment of Intellectual Property Rights (the "Assignment") is made and entered into this 13th day of February, 2003 by and between Micro Craft, Inc., a Michigan corporation whose address is 41107 Jo Drive, Novi, MI 48375-1920 ("Assignor") and Niles Acquisition Corp., a Delaware corporation whose address is c/o Ripplewood Holdings, LLC, One Rockefeller Plaza, 32nd Floor, New York, NY 10020 ("Assignee").

RECITALS:

- A. Assignor and Assignee entered into an Asset Purchase Agreement dated January 14, 2003 (the "Asset Purchase Agreement").
- B. Pursuant to the Asset Purchase Agreement, Assignor agreed to assign to Assignee, and Assignee agreed to accept from Assignor, all of Assignor's right, title and interest in and to the intellectual property rights set forth on Schedule 3.11(b) of the Asset Purchase Agreement.

NOW, THEREFORE, in consideration of the payment of ten dollars and 00/100 (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, transfer, bargain and set over all of its right, title and interest in and to any and all copyrights, trademarks, servicemarks and patents owned by the Assignor as of this date, including without limitation the following:

1. Trademark Registration No. 2,119,160, Registration Date December 9, 1997, described as "Electro-mechanical switches and wire harnesses for automotive use, in classes 9 and 12".
2. Patent Registration No. 5,699,696, Registration Date September 23, 1997, described as "Gravity-activated switch having a switch module with a switch housing and a lid", and commonly known as "Underhood Lamp Assembly with Cavity-Activated Switch".
3. Patent Registration No. 5,722,759, Registration Date March 3, 1998, described as "Gravity-activated switch having a switch module with a switch housing and a lid", and commonly known as "Lamp Assembly With Inverted Pivot Member".
4. Patent Registration No. 5,798,912, Registration Date August 25, 1998, described as "Gravity-activated switch having a switch module a switch housing and a lid", and commonly known as "Underhood Lamp Assembly With Gravity Activated Switch".
5. Patent Registration No. 5,477,428, Registration Date December 19, 1995, described as "Gravity-activated switch having a switch module with a switch housing and a lid" and commonly known as "Underhood Lamp Assembly With Gravity Activated Switch".


The foregoing Assignment is made without warranty, except that the Assignor represents and warrants that the rights assigned hereunder are transferred free and clear of any liens, claims, and encumbrances. Assignor agrees that it will execute any document or instrument reasonably required to transfer the rights assigned hereunder to Assignee on the records of any governmental entity, as long as such documents or instruments are prepared at Assignee's expense.

Assignee shall have no independent claims, rights, causes of action, or remedies whatsoever under this Assignment. Any such claims, rights, causes, or remedies shall arise exclusively, if at all, under, and subject to the terms and conditions of, the Asset Purchase Agreement.

Executed on February 13, 2003.

"Assignor"

Micro Craft, Inc., a Michigan corporation

By: 
William M. Brown, President

Niles Acquisition Corp., a Delaware corporation, the Assignee named in the foregoing Assignment, does hereby accept said Assignment.

Executed on February 13, 2003.

"Assignee"

Niles Acquisition Corp., a Delaware corporation

By: 
Michael Kaplan, Assistant Secretary

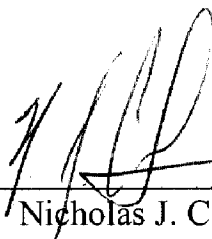
CERTIFICATE OF MAILING

Express Mail, Mailing No.: EJ340984385US

Date of Deposit: March 26, 2003

The undersigned hereby certifies that a copy of the foregoing **RECORDATION FORM COVER SHEET** is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above in an enveloped addressed to Assistant Commissioner for Trademarks, Assignment Division, 1213 Jefferson Davis Hwy, Suite 320, Washington, D.C. 20231.

Dated: New York, New York
March 26, 2003



Nicholas J. Calamari

MONICA P. MCCABE
monica.mccabe@piperrudnick.com
direct 212.835.6164 fax 212.835.6001

March 26, 2003

VIA EXPRESS MAIL (EJ340984385US)

Assistant Commissioner for Trademarks
Assignment Division
1213 Jefferson Davis Highway, Suite 320
Washington, DC 20231

Re: Recordation of Assignment of a Trademark from Micro Craft, Inc.,
Conveyor, to Niles Acquisition Corp., Receiver

Dear Sir or Madam:

Enclosed herewith, we submit payment of the required filing fees (in the amount of \$40.00) and the Recordation Form Cover Sheet to record the assignment of trademarks given from Micro Craft, Inc., conveyor, to Niles Acquisition Corp., receiver. Please charge any additional fees or credit any overpayment to Deposit Account 501303.

Kindly acknowledge receipt and filing of this document by file-stamping the enclosed self-addressed postcard. Thank you for your consideration.

Respectfully submitted,



Monica Petraglia McCabe

MPM/njc
Enclosures