

FORM PTO-1618A
Expires 06/30/09
OMB 0651-0027

03-24-2004

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



102665958

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7/18/03

7.18.03

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
02232001

Name Federal-Mogul Systems Protection Group, Inc.

Formerly Bentley-Harris Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

Mark if additional names of receiving parties attached

Name Federal-Mogul Powertrain, Inc.

DBA/AKA/TA

Composed of 71035575

Address (line 1) 26555 Northwestern Highway

Address (line 2)

Address (line 3) Southfield MI 48034
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Michigan

07/21/2003 LUELLER 0000099 71035575

FOR OFFICE USE ONLY

01 FC:8521 49.05 SP
02 FC:8522 800.05 SP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(215) 923-4466

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="78035575"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1008111"/>	<input type="text" value="1195190"/>	<input type="text" value="1310031"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1205449"/>	<input type="text" value="1310763"/>	<input type="text" value="1311077"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1459135"/>	<input type="text" value="1195191"/>	<input type="text" value="1584674"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Charles H. Lindrooth

Charles H. Lindrooth

7/16/03

Name of Person Signing

Signature

Date Signed

Docket No. G15736B

4. Trademark Application Number(s) or Registration Number(s):

A. Trademark Application Number(s)

B. Registration Number(s)

1971079
1794989
1817924
1985657
1984201
2026563
1574969
1569716
2325842
1793681
1932121
1984205
1985658
2321648
2203594
2181161
2088435
2380348
2404610
2698376
2594407
2512867
2502225

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

October 21, 2003

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

FEDERAL-MOGUL SYSTEMS PROTECTION GROUP, INC

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

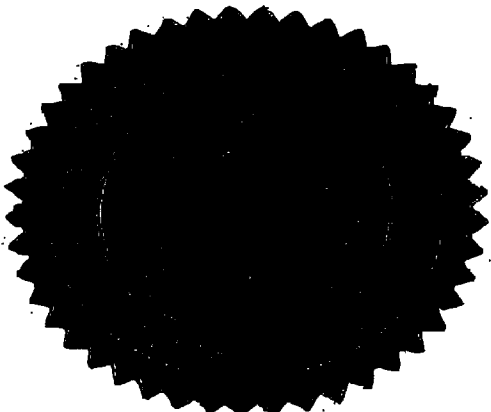
which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

dpos



FEB-27-2001 10:33

EVU 195-9077 CORPORATION

13127500660 P.03/07

Microfilm Number _____

Filed with the Department of State on FEB 27 2001

Entity Number 2581515

Kim D'Amico
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Federal-Mogul Powertrain, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Michigan and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: CT Corporation System _____
Name of Commercial Registered Office Provider Philadelphia County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County

Federal Mogul Systems Protection Group, Inc. CT Corporation System Philadelphia

FEB-27-2001 10:34

CORPORATION
200115-1078

13127582668 P.04/87

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: February 28, 2001 at 12:00 p.m. local time
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>Federal-Mogul Systems Protection Group, Inc.</u>	<u>Adopted by the directors and shareholders pursuant to</u> <u>15 Pa.C.S. § 1924(a).</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>26555 Northwestern Highway</u>	<u>Southfield</u>	<u>MI</u>	<u>48034</u>	<u>Oakland</u>
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 28th day of February, 2001.

Federal-Mogul Powertrain, Inc.
(Name of Corporation)

BY: *James D. Keller*
(Signature)
TITLE: JAMES D. KELLER
ASSISTANT TREASURER

Federal-Mogul Systems Protection Group, Inc.
(Name of Corporation)

BY: *James D. Keller*
(Signature)
TITLE: JAMES D. KELLER
ASSISTANT TREASURER