

07-06-2006



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7-3-06
REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
 United States Gear Corporation
 9420 S. Stony Island Avenue
 Chicago, IL 60617

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 Additional names, addresses, or citizenship attached? No

Name: AP Products, Inc.
 Internal _____
 Address: _____
 Street Address: 200 Jay Street
 City: Coldwater
 State: Michigan
 Country: USA Zip: 49036

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Michigan
 Other _____ Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 2006

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 1,957,499 2,370,295 2,986,692

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
US Gear D-Celerator, US Gear D-Decelerator Diesel Exhaust Brake, Unified Tow Brake,

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

Name: Charles R. Bappert
 Internal Address: Biringer, Hutchinson, Lillis, Bappert & Angell, P.C.
 Street Address: 100 West Chicago Street
 City: Coldwater
 State: MI Zip: 49036-1897
 Phone Number: 517-279-9745
 Fax Number: 517-278-7844
 Email Address: Charles.Bappert@Coldwaterlaw.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number _____
 Authorized User Name _____

9. Signature: Donald Garfield June 13, 2006
 Signature Date

Total number of pages including cover sheet, attachments, and document: 4

07/05/2006 DBYRNE 00000052 1957499 Name of Person Signing

01 FC:8521
02 FC:8522

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment/Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK ASSIGNMENT

This assignment is effective as of June 13, 2006 ("Effective Date") between **United States Gear Corporation** ("Assignor"), and **AP Products, Inc.** ("Assignee").

Recitals

1. Assignor owns the entire right, title, and interest in and to the trademarks, service marks, and trade names listed on the attached Schedule A, whether registered or not ("Trademarks"), and
2. Assignor has agreed to assign and transfer its rights in the Trademarks, together with all of the goodwill associated therewith and symbolized thereby, including all common-law rights associated with the Trademarks by virtue of their use in commerce, to Assignee.

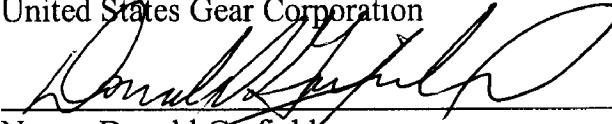
Therefore, in consideration of the promises made in this Assignment and the payment of consideration, the sufficiency and receipt of which the Assignee acknowledges, Assignor assigns and delivers to Assignee, its successors, and assigns all of its rights in the Trademarks, and all of the goodwill associated therewith and symbolized thereby, including any and all rights to register and to renew the Trademarks, together with all rights to sue and recover for past infringement thereof, to have and to hold forever for the sole and exclusive use and benefit of Assignee.

Notwithstanding anything to the contrary set forth in this instrument, the right of Assignee to use the name "U.S. Gear" appearing in any of the Trademarks is assigned to Assignee solely pursuant to the terms of a license given and set forth in that certain Asset Purchase Agreement, dated on or about June 3, 2006, by and between Assignor and Assignee.

This Assignment is signed by the authorized representatives of the Assignor and Assignee as of the Effective Date.

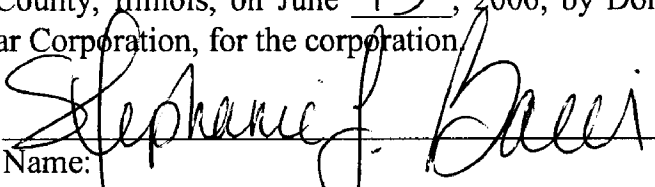
ASSIGNOR:

United States Gear Corporation


Name: Donald Garfield
Its: Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

Acknowledged before me in Cook County, Illinois, on June 13, 2006, by Donald Garfield, Vice President of United States Gear Corporation, for the corporation.


Name: Stephanie L. Baier
Notary Public, State of Illinois
Acting in Cook County, IL
My commission expires: 3/14/2009

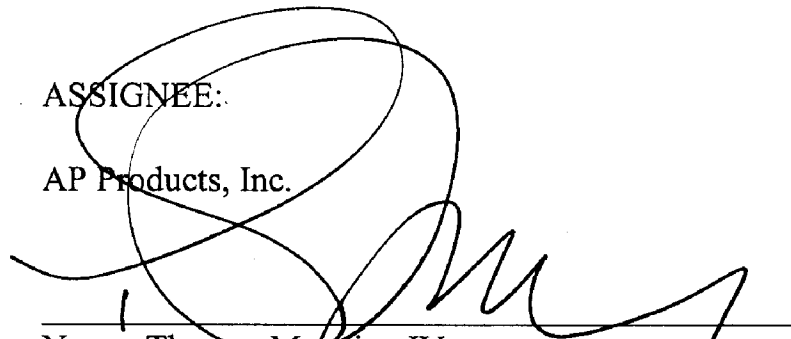
TRADEMARK

REEL: 003362 FRAME: 0205

Accepted by:

ASSIGNEE:

AP Products, Inc.

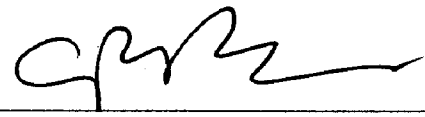


Name: Thomas Manning IV

Its: President

STATE OF MICHIGAN)
) ss.
COUNTY OF BRANCH)

Acknowledged before me in Branch County, Michigan, on June 26, 2006, by Thomas Manning IV, President of AP Products, Inc., for the corporation.



Charles R. Bappert
Notary Public, Branch County, MI
Acting in Branch County, MI
My commission expires: 2/19/2011

Prepared by:
BIRINGER, HUTCHINSON, LILLIS,
BAPPERT & ANGELL, P.C.
By: Charles R. Bappert, Esq.
Century Bank and Trust Building
100 West Chicago Street
Coldwater, Michigan 49036-1897
Phone: (517) 279-9745 kjh corp\13557.11

SCHEDULE A

TRADEMARKS

Trademark	Country	Registration # (if registered)	Registration Date
US Gear D-Celerator	USA	1,957,449	February 20, 1996
US GEAR D-CELERATOR DIESEL EXHAUST BRAKE	USA	2,370,295	July 25, 2000
UNIFIED TOW BRAKE	USA	2,986,692	August 16, 2005