

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GENERAL MOTORS CORPORATION		08/07/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	CLUTCH OPERATING COMPANY, INC.
Street Address:	4700 West 10th Street
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46222
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2625008	ALLISON TRANSMISSION
Registration Number:	1666977	ALLISON TRANSMISSION
Registration Number:	1624473	ALLISON TRANSMISSION
Registration Number:	2720112	ALLISON DOC
Registration Number:	2615428	ALLISON ELECTRIC DRIVES
Registration Number:	2686798	ALLISON TRANSMISSION
Registration Number:	2678354	
Registration Number:	1817414	RETRAN
Registration Number:	2573770	2000MH SERIES
Registration Number:	3270309	TRANSHEALTH

CORRESPONDENCE DATA

Fax Number: (714)755-8290

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$265.00 2625008

Phone: 714-540-1235
Email: ipdocket@lw.com, kristin.azcona@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive, 20th Floor
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	017637-0761
NAME OF SUBMITTER:	Kristin J. Azcona
Signature:	/kja/
Date:	08/14/2007

Total Attachments: 11

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ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS (this "Trademark Assignment"), dated as of August 7, 2007 ("Effective Date"), is made by and between General Motors Corporation, a Delaware corporation ("GM"), and General Motors Global Technology Operations, Inc., a Delaware corporation ("GTO") (GM and GTO are together referred to as "Assignors"), on the one hand, and Clutch Operating Company, Inc., a Delaware corporation (the "Buyer"), on the other hand. This Trademark Assignment is being entered into pursuant to that certain Asset Purchase Agreement dated as of June 28, 2007, as amended, to which GM and the Buyer are parties (the "Purchase Agreement").

FOR GOOD AND VALUABLE CONSIDERATION, as set forth in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, effective as of the Effective Date, Assignors hereby assign to the Buyer, all right, title, and interest that Assignors possess in and to the trademarks, service marks, and trademark and service mark registrations and applications listed on Schedule A attached hereto (which is incorporated into and made a part of this Trademark Assignment) (collectively, the "Marks"), including the right to sue and collect for past, present and future infringement, together with all of the goodwill associated with such trademark registrations and applications.

Assignors hereby agree that Buyer shall have the right to register its claims of trademark rights in such Marks and applications, in its name, in the United States Patent and Trademark Office and its equivalent anywhere in the world.

Assignors further agree to execute any other documentation and take such other actions, at the Buyer's expense and at the Buyer's reasonable request, as may be necessary to enable the Buyer to perfect and sustain its rights in and to such Marks.

In the event of any conflict or inconsistency between the terms of this Trademark Assignment and the terms of the Purchase Agreement, the terms of the Purchase Agreement will prevail. Nothing contained herein shall be deemed to alter, modify, expand or diminish the terms of the Purchase Agreement.

EXCEPT FOR THE EXPRESS REPRESENTATIONS AND WARRANTIES SET FORTH IN THE PURCHASE AGREEMENT, ASSIGNORS DO NOT MAKE ANY REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, AT LAW OR IN EQUITY, IN CONNECTION WITH OR WITH RESPECT TO ANY OF THE MARKS OR OTHERWISE WITH RESPECT TO THIS TRADEMARK ASSIGNMENT, INCLUDING ANY REPRESENTATIONS OR WARRANTIES OF MERCHANTABILITY, FITNESS FOR ANY PARTICULAR PURPOSE OR USE, TITLE OR NON-INFRINGEMENT. ALL OTHER REPRESENTATIONS OR WARRANTIES ARE HEREBY DISCLAIMED. EXCEPT AS EXPRESSLY SET FORTH IN THE PURCHASE AGREEMENT, ASSIGNORS ARE ASSIGNING THE MARKS TO THE BUYER ON AN "AS-IS, WHERE-IS" BASIS.

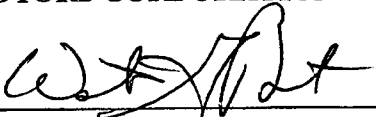
This Trademark Assignment may be executed in two or more counterparts, each of which shall be deemed an original, but all such counterparts taken together shall constitute one and the same Trademark Assignment.

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IN WITNESS WHEREOF, the undersigned parties have duly executed and delivered this Trademark Assignment as of the Effective Date.


GENERAL MOTORS CORPORATION

By: _____


Name: Walter G. Borst
Title: Treasurer

**GENERAL MOTORS GLOBAL
TECHNOLOGY OPERATIONS, INC.**

By: _____


Name: Walter G. Borst
Title: Vice President

CLUTCH OPERATING COMPANY, INC.

By: _____

Name: Brian A. Bernasek
Title: President

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GENERAL MOTORS CORPORATION

By: _____
Name: Walter G. Borst
Title: Treasurer

**GENERAL MOTORS GLOBAL
TECHNOLOGY OPERATIONS, INC.**

By: _____
Name: Walter G. Borst
Title: Vice President

CLUTCH OPERATING COMPANY, INC.

By:  _____
Name: Brian A. Bernasek
Title: President

SCHEDULE A

MARKS

See attached.

UNITED STATES

GENERAL MOTORS CORPORATION
ALLISON TRANSMISSION LOGO I
GENERAL MOTORS CORPORATION

REG No: 2625008
APP No: 78/042735

Renewal Due: 09/24/2012

Client Ref
Misc Ref
Our Ref 975768

Class: INT 9

CLT.HN.REG



Goods: Diagnostic software for transmissions. -----Date of first use: 12/00 -----Office Action
6/4/01 -----Response submitted 12/4/01 ----Notice of Publication 7/2/02

UNITED STATES

GENERAL MOTORS CORPORATION
ALLISON TRANSMISSION LOGO II
GENERAL MOTORS CORPORATION

REG No: 1666977
APP No: 74/131819
ORG No: 1666977

Renewal Due: 12/03/2011

Client Ref
Misc Ref
Our Ref 933243

Class: Int 37

CLT.HN.REG



Services: Maintenance and repair services for automatic transmissions for motor land
vehicles, off-highway powershift and automatic transmissions for mining haul trucks,
excavators, construction logging and petroleum applications, railcars and shuttle locomotives,
military transmissions for armored tracked and wheeled combat vehicles and marine
transmissions. -----First use and in commerce June 2, 1989. -----Disclaimer: No claim is made
to the exclusive use of the word TRANSMISSION apart from the mark. -----Sec. 8/15 filed and
accepted December 19, 1997.

TRADEMARK

REEL: 003601 FRAME: 0372

UNITED STATES

GENERAL MOTORS CORPORATION
ALLISON TRANSMISSION LOGO II
GENERAL MOTORS CORPORATION

REG No: 1624473 11/27/1990
APP No: 74/035060 03/05/1990

Renewal Due: 11/27/2010
Client Ref
Misc Ref
Our Ref 933242

Classes: Int 7, 12

CLT.HN.REG



Allison
Transmission

Goods: Marine transmissions for Diesel-powered applications for work, exploration, fishing and pleasure, boating, off-highway powershift and automatic transmissions for excavators and machines used in the construction, logging and petroleum industries, in class 7; on-highway automatic transmissions for buses, off-highway powershift and automatic transmissions for mining haul trucks, excavators, railcars and shuttle locomotives, military transmissions for armored tracked and wheeled combat vehicles, in class 12. -----First use and in commerce Jun 2 1989, -----Owner of U.S. Reg. Nos. 612480, 1383826 and others, -----Disclaimer: No claim is made to the exclusive use of the word 'TRANSMISSION' apart from the mark. -----Sec. 8/15 filed and accepted June 20, 1996

GENERAL MOTORS CORPORATION

UNITED STATES

GENERAL MOTORS CORPORATION

ALLISON DOC

ALLISON TRANSMISSION

REG No: 2720112

APP No: 78/081803

Class: INT 9

05/27/2003

08/30/2001

Renewal Due: 05/26/2013

Client Ref

Misc Ref

Our Ref 604675

Goods: Diagnostic software used in connection with the service and repair of land vehicle transmissions. ----Notice of Publication 4/9/02 ----Notice of Allowance 7/2/02 ----Statement of Use submitted electronically 10/8/02

UNITED STATES

GENERAL MOTORS CORPORATION
ALLISON ELECTRIC DRIVES
ALLISON TRANSMISSION

REG No: 2615428
APP No: 78/047262

Renewal Due: 09/02/2012

Client Ref
Misc Ref
Our Ref 975778

Class: INT 12

Goods: Electric drivetrains for motor land vehicles. ----Office Action 7/3/01 ----Response
submitted 12/11/01 ----Notice of Publication 6/11/02

UNITED STATES

GENERAL MOTORS CORPORATION
ALLISON TRANSMISSION
ALLISON TRANSMISSION

REG No: 2686798
APP No: 78/127420

Renewal Due: 02/10/2013

Client Ref
Misc Ref
Our Ref 977789

Class: INT 4

UNITED STATES

GENERAL MOTORS CORPORATION
ALLISON TRANSMISSION EMBLEM
ALLISON TRANSMISSION

REG No: 2678354 01/21/2003
APP No: 78/127427 05/09/2002

Renewal Due: 01/20/2013

Client Ref
Misc Ref
Our Ref 977790

Class: INT 4

Goods: Transmission fluid. ----Notice of Publication 10/29/02

UNITED STATES

GENERAL MOTORS CORPORATION
RETRAN
ALLISON TRANSMISSION

REG No: 1817414 01/18/1994
APP No: 74/323360 10/19/1992

Renewal Due: 01/18/2014

Client Ref
Misc Ref
Our Ref 936069

Class: Int 12

Goods: Remanufactured transmissions for land vehicles and arts thereof. ----First use and in commerce December 31, 1992. ----Section 8/15 accepted 4/23/02 ----Renewal submitted 1/8/04 ----Renewal accepted 2/24/04

GENERAL MOTORS CORPORATION UNITED STATES
TRANSHEALTH
ALLISON TRANSMISSION

APP No: 78/634232 03/10/2006

Class: Int 9

Client Ref
Misc Ref
Our Ref 607852

Goods: Diagnostic software for motor vehicle transmissions ----Notice of Publication 10/31/06

GENERAL MOTORS CORPORATION

GENERAL MOTORS CORPORATION
2000MH SERIES

UNITED STATES

GENERAL MOTORS CORPORATION

REG No: 2573770 05/28/2002
APP No: 78/032431 10/26/2000

Renewal Due: 05/27/2012

Client Ref
Misc Ref
Our Ref 975754

Class: INT 12

CLT.HN.REG

Goods: Transmissions ---Office Action 4/12/01 ---Response submitted 10/12/01 ---Notice of
Publication 3/5/02