

08-13-2002

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To the Honorable Commissioner of thereof.

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the attached original documents or copy

1. Name of conveying party(ies):

McLAREN PERFORMANCE TECHNOLOGIES INC.

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

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

3. Nature of conveyance:

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

Execution Date: JULY 23, 2002

2. Name and address of receiving party(ies):

Name: EATON CORPORATION

Internal Address: ATTN: D. S. KALKA

Street Address: 1111 SUPERIOR AVENUE

City: CLEVELAND State: OHIO Zip: 44114

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

If assignee is not domiciled in the United States, a domestic representative designation is attached

Yes No Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1755203

Additional numbers attached? Yes No

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

Attorney: DANIEL S. KALKA Name: EATON CORPORATION Internal Address: PATENT LAW DEPARTMENT Street Address: EATON CENTER 1111 SUPERIOR AVENUE City: CLEVELAND State: OHIO Zip: 44114-2584

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41). \$40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit Account Number: 05-0275 (Attach duplicate copy of this page is paying by deposit account)

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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.

DANIEL S. KALKA NAME of SENDER

Daniel S. Kalika SIGNATURE OF SENDER

AUGUST 1, 2002 DATE

Total number of pages comprising cover sheet, attachments, and document: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

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ASSIGNMENT

McLaren Performance Technologies, Inc., f/k/a McLaren Automotive Group, Inc., f/k/a ASHA Corporation (as evidenced by the documents in Appendix A attached hereto), a Delaware corporation having a principal place of business at 32233 West Eight Mile Road, Livonia, Michigan 48152 (hereinafter referred to as "ASSIGNOR"), has adopted, used and is using the mark "GERODISC" which is registered in the U.S. Patent and Trademark Office, Registration No. 1,755,203, issued March 2, 1993 for "land vehicle drive trains and differentials, couplings, transfercases, and transaxles";

Eaton Corporation, and Ohio corporation having a principal place of business at 1111 Superior Avenue, Eaton Center, Cleveland, Ohio 44114 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the entire right, title and interest in and to said mark and the registration thereof and the goodwill of the business in which said mark is used to facilitate and complete certain transactions contemplated under the Asset Purchase Agreement dated July 23rd, 2002 between ASSIGNOR and ASSIGNEE;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by ASSIGNOR from ASSIGNEE, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE, its successors and assigns, all right, title and interest in and to said mark, together with the good will of the business in which the mark is used, and the registration thereof U.S. Registration No. 1,755,203, together with and including all rights of enforcement with respect thereto, all choses in action related thereto, all rights of action from confusingly similar trademarks or service marks, all rights to claim for such relief as may be appropriate including claim for damages by reason of past or future infringement or adverse use thereof, and all rights to sue, collect or recover for the same;

ASSIGNOR shall, upon request of ASSIGNEE, execute all rightful oaths, assignments, and powers of attorney, and do all reasonable acts, which may be necessary and proper to carry out the intent and purpose of this assignment;

IN WITNESS WHEREOF, ASSIGNOR expressly intending to be legally bound hereby, has caused this Assignment to be fully executed and its corporate seal affixed hereto this 23rd day of July, 2002.

McLAREN PERFORMANCE TECHNOLOGIES, INC.,
a Delaware Corporation

by: Wiley R. McCoy
Wiley McCoy
Executive Vice President

State of MI)
)ss.
County of Wayne)

Acknowledged before me, a Notary Public, within and for said County and State. Witness my hand and Notarial Seal this 23 day of July, 2002.

Cheryl VanDyke
Notary Public

CHERYL VANDYKE
[Printed Name]

CHERYL VAN DYKE
Notary Public, Wayne County, MI
My Commission Expires Dec 21, 2004

CERTIFICATION

I, DANIEL S. KALKA, Attorney at Law and Notary Public in and for the State of Ohio, United States of America, hereby certify that the attached documents are true and exact copies showing the change of name from the Office of the Secretary of State of the State of Delaware.

(SEAL)

Daniel S. Kalka

Daniel S. Kalka

August 1, 2002

(Date)

DANIEL S. KALKA
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
My Commission Has No Expiration Date
Section 147.03 R.C

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TRADEMARK
REEL: 002561 FRAME: 0045

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MCLAREN AUTOMOTIVE GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CAPITAL EQUITY RESOURCES, INC." TO "ASHA CORPORATION", FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 1986, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF APRIL, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FIFTEENTH DAY OF MARCH, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1994, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ASHA CORPORATION" TO "MCLAREN AUTOMOTIVE GROUP, INC.", FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1999, AT 2 O'CLOCK P.M.

2082129 8100H



Edward J. Freel

Edward J. Freel, Secretary of State

0257281

AUTHENTICATION:

DATE:

TRADEMARK
REEL: 002561 FRAME: 0046

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MCLAREN AUTOMOTIVE GROUP, INC.", CHANGING ITS NAME FROM "MCLAREN AUTOMOTIVE GROUP, INC." TO "MCLAREN PERFORMANCE TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2082129 8100

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0408851

DATE: 04-28-00

TRADEMARK
REEL: 002561 FRAME: 0047

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

MCLAREN AUTOMOTIVE GROUP, INC., a corporation organized and existing under and by virtue of the General Corporation law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of McLaren Automotive Group, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and to be recommended to the stockholders of said corporation for consideration at their annual meeting. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article there numbered "FIRST" so that, as amended, said Article shall be and read as follows:

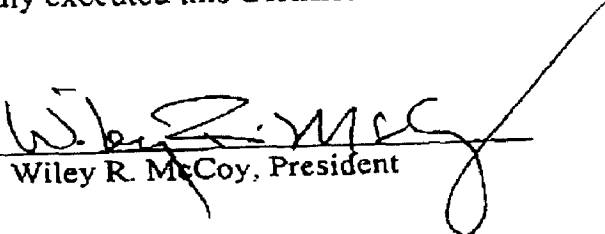
"The name of this Corporation is McLaren Performance Technologies, Inc."

SECOND: That thereafter, the annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were vote in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the 18th day of April, 2000.

By: 
Name: Wiley R. McCoy, President