

5.23.01

05-29-2001

FORM PTO-1595

(Rev. 6-93)

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

RECC



IEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

101731075

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

1. Name of conveying party(ies):

Glyco-Metall-Werke Glyco B.V. & Co. KG

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

2. Name and address of receiving party(ies)

Name: Federal-Mogul Wiesbaden GmbH & Co. KG

Internal Address: _____
_____ 23

Street Address: Stielstrasse 11, D-65201

City: Wiesbaden State: GERMANY ZIP: _____

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

3. Nature of conveyance:

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

Execution Date: July 20, 1998 - Merger
November 24, 2000 - Change of Name

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

(see attached schedule)

B. Patent No.(s)

(see attached schedule)

Additional numbers attached? Yes No

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

Name: Robert L. Stearns

Internal Address: _____

Street Address: 5291 Colony Drive North

City: Saginaw State: MI ZIP: 48603

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 560.00

- Enclosed Check No. 18053
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Robert L. Stearns
Name of Person Signing

Signature

May 21, 2001
Date

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

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

CERTIFICATE OF MAILING/TRANSMISSION (37 CFR 1.8(a))

I hereby certify that this correspondence is, on the date shown below, being:

MAILING

- deposited with the United States Postal Service with sufficient postage as first class mail, in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Signature

Karri M. Chamberlin
(type or print name of person certifying)

REEL: 011828 FRAME: 0171

A. Patent Application No.(s)

09/101,980

09/108,785

09/150,807

B. Patent No.(s)

6,077,815

6,086,742

6,095,690

6,103,395

6,106,936

6,132,096

6,143,427

6,162,767

6,194,087

6,231,239

6,227,709

Certificate

I, CHARLOTTE ELIZABETH ANNE COUCHMAN, B.A., Dip. Voc. Tech., MITI, of 21 Queens Road, Harrogate, North Yorkshire, HG2 0HA, do hereby certify that I am conversant with the English and German languages and am a competent translator thereof, and I further certify that to the best of my knowledge and belief the following translation is a true and correct translation of the original deed of Dr. Ekkehard Helmig, Notary, Wiesbaden.

Signed this 9th day of July 1999

Charlotte Elizabeth Anne Couchman

CHARLOTTE ELIZABETH ANNE COUCHMAN

Before:

Fu Roy

FRANÇOISE M. ROY
SOLICITOR
HARROGATE

14 Albert Avenue

N. YONKS

HG1 1JW

Deed
of
Dr. Ekkehard Helmig
Notary,
Wiesbaden

Shareholders' Resolutions

GLYCO-METALL-WERKE GLYCO B.V. & Co. KG,
head office Wiesbaden,

is registered in the Commercial Register of Wiesbaden District Court under no.
HRA 2964.

Personally liable shareholders in GLYCO-METALL-WERKE GLYCO B.V. & Co. KG
are:

- a) Mr. Alan Johnson,
resident for business purposes in Southfield, Michigan, USA,

and
- b) GLYCO B.V.,
head office Rotterdam. Managing director having sole power of
representation for GLYCO B.V. is Herr Dieter Müller, Wiesbaden.

Sole limited partner is GLYCO GmbH, head office Wiesbaden. Managing director
having sole power of representation for GLYCO GmbH is Dr. Peter Spahn,
Wiesbaden.

Waiving the duty to comply with all formal requirements and deadlines in relation
to convening and holding a shareholders' meeting, Mr. Alan Johnson, Herr Dieter
Müller and Dr. Peter Spahn, who thus represent all the shareholders in GLYCO-
METALL-WERKE GLYCO B.V. & Co. KG, meet herewith for the purpose of a

meeting of the shareholders

of

GLYCO-METALL-WERKE GLYCO B.V. & Co. KG

and pass the following unanimous resolutions:

Waiving mutually the duty to comply with the period of notice pursuant to § 11 paragraph 1 of the Articles of Association and by mutual agreement, the two personally liable partners

a) Mr. Alan Johnson

and

b) GLYCO B.V.

will leave GLYCO-METALL-WERKE GLYCO B.V. & Co. KG on 31st July 1998.

GLYCO-METALL-WERKE GLYCO B.V. & Co. KG is thus dissolved as a limited partnership as of 31st July 1998.

GLYCO GmbH, as the limited partner to whom the shares of the retired personally liable partners will pass under § 738 BGB (German Civil Code), waives its right, provided for such an instance under § 11 paragraph 2 of the Articles of Association, to continue the company in a different legal form.

The personally liable partners are entitled to compensation for the liability risk pursuant to § 7 paragraph 3 of the Articles of Association for the financial year 1998 pro rata for the period up to 31st July 1998.

The personally liable partners will be paid the balances of their private accounts,
less the personal taxes still to be paid on their incomes.

Southfield, Michigan, USA, 20th July 1998

((signed))

Alan Johnson

Wiesbaden, 22nd July 1998

((signed))

Dieter Müller

((signed))

Dr. Peter Spahn

I hereby certify that the duplicate/copy
above/overleaf corresponds in wording to
the certified duplicate in my possession.

Wiesbaden, 22.06.99

((signed))

Notary

((seal))

Apostil

(Hague Convention, 5th October 1961)

1. Country: Federal Republic of Germany
This document in the public domain
2. is signed by Dr. Ekkehard Helmig, Notary
3. in his capacity as Notary.
4. It is provided with the seal of Dr. Ekkehard Helmig, Notary, of
Wiesbaden.

Certified

5. in Wiesbaden
6. on 23rd June 1999
7. by the President of the District Court
8. under no. 91 E 567/99
9. Seal/stamp
10. Signature

((stamp))

((signed))

Bombe

| No. of entry | a) Company name b) Registered office c) Object of the company | Share or nominal capital DM | Board of Management Personally liable partners Managing Directors Liquidators | Prokura (power to represent the company) | Legal relations | a) Date and signature b) Remarks |
|--------------|---|-----------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 5 | | | | The Prokurists Gudrun Hassenbach and Ekkehard Kurz are no longer entitled to sell and encumber real property. | | a) 27.7.1995 Signature b) p. 111/113 |
| 6 | | | | The Prokura of Ekkehard Kurz has become extinct. | | a) 20.06.1996 Signature b) p. 115-116 |
| 7 | | | Horst Müller, MBA Wailuf, Dieter Müller, business economist, Schlangenbad; Dr. Peter Spahn, business engineer, Mühlthal | The Prokura of Horst Müller has become extinct. | Wilkram A. Schmelzer is no longer a Managing Director. Horst Müller, Dieter Müller and Dr. Peter Spahn have been appointed Managing Directors. They are entitled to represent the company without restriction in legal transactions with itself or as representatives of a third party. Dr. Peter Spahn represents the company always alone. | a) 3.8.1998 Signature b) p. 118 ff. |
| 8 | a) Federal-Mogul Wiesbaden GmbH | | | | The Meeting of Shareholders has adopted a resolution on the amendment of § 1 (Company Name) of the Memorandum and Articles of Association | a) 24.8.1998 Signature b) Resolution: p. 131 f. Mem. and Art. of Association p. 136 ff. |
| 9 | | | | Prokura together with a Prokurist or a Managing Director: Dr. Robert Alexander, metallurgist, 65193 Wiesbaden Dr. Klaus Damm, engineer, 35315 Hornberg/Ohm Manfred Häuser, engineer, 65795 Hattersheim Michel Priefel, engineer, 65191 Wiesbaden Horst Schackmann, engineer, 35578 Wetzlar Michael Steeg, engineer, 55270 Ober-Olm Elke Stegemann, MBA, 65326 Aarbergen Dr. Bodo Stich, engineer, 65191 Wiesbaden Lothar Zerbe, national economist, 65398 Schlangenbad | | a) 7.9.1998 Signature b) p. 141 ff. |

| No. of entry | a) Company name b) Registered office c) Object of the company | Share or nominal capital DM | Board of Management Personally liable partners Managing Directors Liquidators | Prokura (power to represent the company) | Legal relations | a) Date and signature b) Remarks |
|--------------|---|-----------------------------|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 10 | | | | | Horst Müller is no longer a Managing Director. | a) 5.7.1999 Signature b) p. 172 |
| 11 | c) The development, manufacturing and distribution of sliding elements, mainly sliding bearings, composite materials and similar products, parts, assemblies and aggregates for engines, vehicles, machines and driving systems as well as planning, development, licensing, manufacturing and distribution of machines, tools and plants for the production and testing of these products. | | | | The Meeting of Shareholders of 14 May 1999 has amended the Memorandum and Articles of Association. In this connection the provisions concerning the object and the representation of the Company have been amended. | a) 31.08.1999 b) p. 151 ff Memorandum and Articles of Association p. 155 ff Signature |
| 12 | | | | The Prokura of Eike Stegmann has become extinct. | | a) 5.5.1999 Signature |

| No. of entry | a) Company name b) Registered office c) Object of the company | Share or nominal capital DM | Board of Management Personally liable Managing Directors Liquidators | Prokura (power to represent the company) | Legal relations | a) Date and signature b) Remarks |
|--------------|---|-----------------------------|--|--|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 13 | | EUR 25,564,700.- | | | <p>The Meeting of Shareholders has adopted a resolution in a meeting of 28 August 2000 to convert the nominal capital from DM 50,000,000.- to EUR 25,564,594.05 and to increase the capital by rounding it to EUR 25,564,700.- with a corresponding amendment of § 5 of the Memorandum and Articles of Association (Nominal Capital). As a result of the *resolution on transformation of 28 August 2000 the company has taken on the new legal status of an Aktiengesellschaft (stock corporation). The company continues to exist in the legal form adopted by virtue of the resolution on transformation with the entry of the transformation in the register on 24 November 2000.</p> <p>* of column 7</p> | <p>a) 24.11.2000 Signature b) Now Federal-Mogul Wiesbaden GmbH & Co. KG; HRA 4754, Resolution on transformation p. 204 ff. p. 182 ff. Memorandum and Articles of Association, p. 185 ff.</p> |

[Seal of the Local Court Wiesbaden]

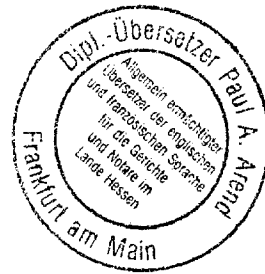
It is hereby certified that this photocopy is a complete photocopy of the main document. The main document is an original.

Wiesbaden, 13 February 2001
[Signature]
as Clerk of the Local Court

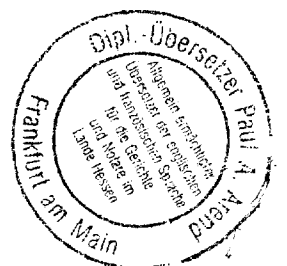
I hereby certify that this is a true and complete English translation of the German original submitted to me.

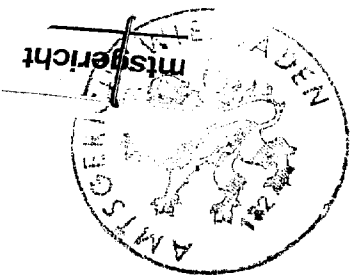


Paul A. Arend
Certified Translator for English, French
and German



Frankfurt am Main, this 9th day of the month of April 2001





RECORDED: 05/23/2001

PATENT
REEL: 011828 FRAME: 0185