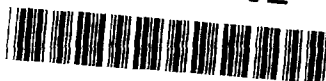


03-15-2002



FILE NO. 34798-PCT-USA-A-070338.0287

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Alain Vaxelalre, Denis Aiff and Etienne Renard
Additional name(s) of conveying party(ies) attached?
 Yes No *12/07/01*

2. Name and address of receiving party(ies)
Name: **MICHELIN Recherche et Technique S.A.**
Address: **Loute Louis Braille 10 et 12
CH-1763 Granges-Paccot**
City: State: Zip:
Additional name(s) and address(es) attached? Country: **SWITZERLAND**
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: **November 30, 2001**

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 **November 30, 2001**
A. Patent Application No.(s) **10-007980** B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **RICHARD G. BERKLEY**
BAKER BOTTS L.L.P.
30 Rockefeller Plaza - 44 Fl.
New York, NY 10112

6. Total number of applications and patents involved: **1**
7. Total fee (37 CFR 3.41): **\$ 40.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number :
02-4377 (Charge any additional fees to this account)
(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature
To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.
RICHARD G. BERKLEY *Richard G. Berkley* **December 7, 2001**
Name of Person Signing Signature Date

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

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PATENT

ASSIGNMENT

WHEREAS, WE, ALAIN VAXELAIRE, DENIS ALFF and ETIENNE RENARD, citizens of France, whose post office addresses are 2 impasse des Amandiers, F-63540 Romagnat, France, 123 avenue Joseph Claussat, F-63400 Chamalières, France, and Route de Tarnat, F-63200 Riom, France, respectively, have made an invention entitled "SOUND ABSORBING WHEEL", as set forth and described in application for Letters Patent of the United States, being filed concurrently herewith; and

WHEREAS, MICHELIN Recherche et Technique S.A., a corporation organized and existing under the laws of Switzerland, and having an office for the transaction of business at Route Louis Braille 10 et 12, CH-1763 Granges-Paccot, Switzerland, is desirous of acquiring the entire right, title and interest in and to said invention and any improvements thereon, and in and to the said application for Letters Patent therefor, and any Letters Patent which may be obtained therefor,

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that WE, the said ALAIN VAXELAIRE, DENIS ALFF and ETIENNE RENARD, for and in consideration of the sum of One Dollar (\$1.00), lawful money of the United States, to us in hand paid by said , and other valuable considerations unto us moving from said MICHELIN Recherche et Technique S.A., at or before the ensealing and delivery of these presents, the receipt of which is hereby acknowledged, have sold, assigned, transferred and conveyed and by these presents do sell, assign, transfer and convey, unto said MICHELIN Recherche et Technique S.A., its successors and assigns, the entire right, title and interest in and to the said invention entitled "SOUND ABSORBING WHEEL", as set forth and described in application for Letters Patent of the United States being filed concurrently herewith, and any and all improvements thereon, and in and to said application and any division, continuation or continuation-in-part thereof, and in and to any Letters Patent of the United States which may be issued on any of said applications, and any reissues thereof, and in and to any and all applications for Letters Patent filed in foreign countries for said invention or improvements including all priority rights, and any and all Letters Patent which may be granted in foreign countries therefor, TO HAVE AND TO HOLD THE SAME to the full end of the term or terms for which any and all said Letters Patent may be granted;

AND WE, the said ALAIN VAXELAIRE, DENIS ALFF and ETIENNE RENARD, do hereby authorize and request the Commissioner of Patents and Trademarks to issue the said Letters Patent of the United States to said MICHELIN Recherche et Technique S.A., as the assignee of the entire right, title and interest in and to the same, for the sole use and benefit of said MICHELIN Recherche et Technique S.A., its successors and assigns;

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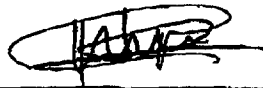
PATENT

AND WE, the said ALAIN VAXELAIRE, DENIS ALFF and ETIENNE RENARD, for the considerations aforesaid, do hereby covenant and agree to and with said MICHELIN Recherche et Technique S.A., its successors and assigns, that we have the full power to make this assignment, and that the rights assigned are not encumbered by any grant, license or right heretofore given, and that we, our executors or administrators, shall and will do all lawful acts and things and make, execute and deliver without further compensation, any and all other instruments in writing, further applications, papers, affidavits, powers of attorney, assignments, and other documents which, in the opinion of counsel for said MICHELIN Recherche et Technique S.A., its successors and assigns, may be required or necessary more effectively to secure to and vest in said MICHELIN Recherche et Technique S.A., its successors and assigns, the entire right, title and interest in and to said invention and improvements, applications, Letters Patent, rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed, and that we will sign any applications for reissue which may be desired by the owner of the patent or patents which may be issued for the said invention or improvements.


Subscribed and executed at Clermont-Ferrand - France
(Place)

on November 30, 2001
(Date)


ALAIN VAXELAIRE

Witness: 
(Type Name)

Jeanine CHEMINOT

Witness: 
(Type Name)

Odile JOUVE


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Subscribed and executed at Clermont-Ferrand, France
(Place)
on November 30, 2001
(Date)



DENIS ALIF

Witness: 

(Type Name)
Jeanne CHEMINOT

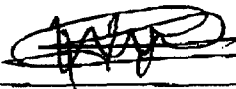
Witness: 

(Type Name)
Odile JOUVE

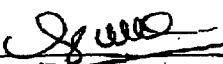
Subscribed and executed at Clermont-Ferrand - France
(Place)
on November 30, 2001
(Date)



ETIENNE RENARD

Witness: 

(Type Name)
Jeanne CHEMINOT

Witness: 

(Type Name)
Odile JOUVE