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RE



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U.S. DEPARTMENT OF COMMERCE US.S Patent and Trademark Office

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

1. Name of conveying party(ies): BAGCI, Ismail C. SOUTH, Kevin C. HOVERSON, Gregory W. PARDUE, Byron Andrew HERMAN, Peter K. SCHOONOVER, Chris A. GALECKI, Patrick J.

2/16/04

2. Name and address of receiving party(ies)

Name: Fleetguard, Inc.

Internal Address:

Street Address: 2931 Elm Hill Pike

City: Nashville State: TN Zip: 37214

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

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

3. Nature of conveyance:

- [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other

Execution Date: February 12, 2004

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

If this document is being filed together with a new application, the execution date of the application is: Feb. 12, 2004

A. Patent Application No.(s)

10778523

B. Patent No.(s)

Additional number(s) attached? [] Yes [x] No

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

Name: James M. Durlacher

Internal Address:

Woodard, Emhardt, Moriarty, McNett & Henry LLP

Street Address: Bank One Center/Tower

111 Monument Circle, Suite 3700

City: Indianapolis State: Indiana Zip: 46204

6. Total number of applications and patents involved

1

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

- [x] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

23-3030

(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 information is true and correct and any attached copy is a true copy of the original document.

James M. Durlacher, Reg. No. 28,840 Name of Person Signing

James M. Durlacher Signature

February 16, 2004 Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to: Commissioner for Patents, Mail Stop Assignment Recordation Services P. O. Box 1450, Alexandria, VA 22313-1450

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PATENT REEL: 014998 FRAME: 0126

ASSIGNMENT

WHEREAS, Ismail C. Bagci of 3012 Old Walton Road, Cookeville, TN 38506; Kevin C. South of 550 Crestwood Drive, Cookeville, TN 38501; Gregory W. Hoverson of 3249 Middleford Drive, Cookeville, TN 38506; Byron Andrew Pardue of 430 Andover Court, Cookeville, TN 38501; Peter K. Herman of 459 Windrowe Drive, Cookeville, TN 38506; Chris A. Schoonover of 2651 A Stoney Wood Drive, Lima, Ohio 45801; and Patrick J. Galecki of 453 Nygaard Street, Stoughton, WI 53589, hereinafter referred to as Assignor, has made a new and useful invention in **Spin-On Filter With Performance Enhancement Features** for which Assignor has made or will make application for Letters Patent of the United States; and

WHEREAS, Fleetguard, Inc., hereinafter referred to as Assignee, a corporation of the State of Indiana, having a principal place of business at 2931 Elm Hill Pike, Nashville, Tennessee 37214, desires to acquire all of the entire right, title, and interest in, to and under said Invention disclosed, described and/or claimed, or intended so to be in said application, and in, to and under said application, and in, to and under any and all Letters Patent, United States and foreign, which may be obtained therefor and thereon;

NOW, THEREFORE, To All Whom It May Concern, be it known that for and in consideration of the sum of One Dollar (\$1.00) and other good, valuable and sufficient considerations to Assignor in hand paid, the receipt of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto Assignee, all of the entire right, title and interest in, to and under said invention disclosed, described and claimed or intended so to be in said application, and in, to and under said application for United States Letters Patent executed by Assignor this 12th day of FEBRUARY, 2004, and any and all other applications thereon and arising therefrom, including any and all divisions and continuations thereof, and any and all patents to be issued and obtained therefor and thereon, United States and foreign, including all reissues and extensions thereof..

Assignor hereby authorizes and requests the firm of Woodard, Emhardt, Moriarty, McNett & Henry LLP of Bank One Center/Tower, 111 Monument Circle, Suite 3700, Indianapolis, Indiana 46204-5137 to insert here in parentheses (Serial No. _____ Filed _____) the date and serial number of said application when officially known, and Assignor hereby authorizes and requests the Honorable Commissioner of Patents to issue said Letters Patent to Assignee, its assigns and legal representatives.

WITNESS Assignor's hand this 12 day of February, 2004.

Ismail C. Bagci
Ismail C. Bagci

STATE OF TENNESSEE)
) : ss
COUNTY OF PUTNAM)

Before me, a Notary Public, in and for said County and State, personally appeared Ismail C. Bagci, who, being first duly sworn upon his oath, acknowledged the execution of the foregoing "Assignment" as his voluntary act and deed.

WITNESS my hand and Notarial Seal this 12th day of February, 2004.

Jane Ann Bright
Notary Public

Printed: Jane Ann Bright

Resident of Putnam County

My Commission Expires:

3/21/06

WITNESS Assignor's hand this 12th day of February, 2004.

Kevin C. South
Kevin C. South

STATE OF TENNESSEE)
): ss
COUNTY OF PUTNAM)

Before me, a Notary Public, in and for said County and State, personally appeared Kevin C. South, who, being first duly sworn upon his oath, acknowledged the execution of the foregoing "Assignment" as his voluntary act and deed.

WITNESS my hand and Notarial Seal this 12th day of February, 2004.

Jane Ann Bright
Notary Public
Printed: Jane Ann Bright
Resident of Putnam County

My Commission Expires:
3/21/06

WITNESS Assignor's hand this 12th day of FEBRUARY, 2004.

Byron Andrew Pardue
Byron Andrew Pardue

STATE OF TENNESSEE)
): ss
COUNTY OF PUTNAM)

Before me, a Notary Public, in and for said County and State, personally appeared Byron Andrew Pardue, who, being first duly sworn upon his oath, acknowledged the execution of the foregoing "Assignment" as his voluntary act and deed.

WITNESS my hand and Notarial Seal this 12th day of February, 2004.

Jane Ann Bright
Notary Public

Printed: Jane Ann Bright

Resident of Putnam County

My Commission Expires:

3/21/06

WITNESS Assignor's hand this 12 day of February, 2004.

Peter K. Herman
Peter K. Herman

STATE OF TENNESSEE)
): ss
COUNTY OF PUTNAM)

Before me, a Notary Public, in and for said County and State, personally appeared Peter K. Herman, who, being first duly sworn upon his oath, acknowledged the execution of the foregoing "Assignment" as his voluntary act and deed.

WITNESS my hand and Notarial Seal this 12th day of February, 2004.

Jane Ann Bright
Notary Public

Printed: Jane Ann Bright

Resident of Putnam County

My Commission Expires:
3/21/06

WITNESS Assignor's hand this 11 day of FEBRUARY, 2004.

Patrick J. Galecki

Patrick J. Galecki

STATE OF WISCONSIN)
) : ss
COUNTY OF DANE)

Before me, a Notary Public, in and for said County and State, personally appeared Patrick J. Galecki, who, being first duly sworn upon his oath, acknowledged the execution of the foregoing "Assignment" as his voluntary act and deed.

WITNESS my hand and Notarial Seal this 11th day of February, 2004.

Jayne D. Fischer
Notary Public

Printed: JAYNE D. FISCHER

Resident of DANE County

My Commission Expires:

AUG. 28, 2005