

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Warner Electric AB	02/29/2000
RECEIVING PARTY DATA	
Name:	Warner Electric Technology, Inc.
Street Address:	9211 Forest Hill Avenue
Internal Address:	Suite 109
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23235
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	09117254
Application Number:	09462670
CORRESPONDENCE DATA	
Fax Number:	(703)668-8200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7036688000
Email:	dcdocketing@hdp.com
Correspondent Name:	Harness, Dickey & Pierce, PLC
Address Line 1:	11730 Plaza America Dr.
Address Line 2:	Suite 600
Address Line 4:	Reston, VIRGINIA 20190
ATTORNEY DOCKET NUMBER:	10400-000209
NAME OF SUBMITTER:	David R. Haarz
Total Attachments: 6 source=Warner Electric AB to Warner Electric Technology#page1.tif	

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DATED February 29, 2000

WARNER ELECTRIC AB

and

WARNER ELECTRIC TECHNOLOGY, INC.

*SOLED TO
DANAMER
ASSET SALE*

ASSIGNMENT OF PATENTS AND
REGISTERED DESIGNS

Nabarro Nathanson
Lacon House
Theobald's Road
London WC1X 8RW

Tel: 0171 524 6000

ASSIGNMENT OF PATENTS AND REGISTERED DESIGNS

DATE February 29, 2000

PARTIES

- (1) WARNER ELECTRIC AB (a corporation organised and existing under the laws of Sweden) whose registered office is at Box 9053, 291 09 Kristianstad, Sweden ("Assignor"); and
- (2) WARNER ELECTRIC TECHNOLOGY, INC. (a corporation organised and existing under the laws of the State of Delaware, USA) whose registered office is at 9211 Forest Hill Avenue, Suite 109 Richmond, Virginia 23235, USA ("Assignee").

RECITAL

Pursuant to that Stock and Asset Purchase Agreement between Dana Corporation and Colfax Corporation dated 1 November 1999 (the "Purchase Agreement"), Dana Corporation agreed to transfer, or procure the transfer of, certain patents and registered designs to Colfax Corporation or its nominee. This Assignment is entered into pursuant to the Purchase Agreement.

OPERATIVE PROVISIONS

- I. PURSUANT TO THE PURCHASE AGREEMENT ASSIGNOR HEREBY ASSIGNS TO ASSIGNEE, TO HOLD UNTO ASSIGNEE, ITS SUCCESSORS AND ASSIGNS ABSOLUTELY FOR ALL TIME HEREAFTER THOSE PATENTS, PATENT APPLICATIONS AND REGISTERED DESIGNS LISTED IN THE SCHEDULE TOGETHER (WHERE SUCH RIGHT EXISTS) WITH THE RIGHT TO SUE FOR PAST INFRINGEMENTS THEREOF AND TO RETAIN ANY DAMAGES OBTAINED AS A RESULT OF SUCH ACTION.
- II. ASSIGNOR AND ASSIGNEE ACKNOWLEDGE AND AGREE THAT THE ONLY WARRANTIES, CONDITIONS AND REPRESENTATIONS (WHETHER EXPLICIT OR IMPLIED) MADE IN RESPECT OF THE ASSETS, RIGHTS, TITLE, BENEFIT AND INTEREST ASSIGNED UNDER CLAUSE I ABOVE ("THE RIGHTS") ARE CONTAINED IN THE PURCHASE AGREEMENT.

- III. FOR THE AVOIDANCE OF DOUBT AND NOTWITHSTANDING SECTION 2.7 OF THE PURCHASE AGREEMENT, ASSIGNOR AND ASSIGNEE ACKNOWLEDGE AND AGREE THAT ASSIGNEE WILL BE RESPONSIBLE FOR, AND BEAR ALL COSTS AND EXPENSES IN RELATION TO, THE PREPARATION OF ALL APPROPRIATE FURTHER ASSURANCE DOCUMENTATION AFTER THE DATE HEREOF IN CONNECTION WITH THE RIGHTS ASSIGNED OR PURPORTED TO BE ASSIGNED HEREUNDER (INCLUDING, WITHOUT LIMITATION, ASSIGNMENTS, POWERS OF ATTORNEY AND NOTARIAL AND SIMILAR CERTIFICATES). FOR THE AVOIDANCE OF DOUBT, ASSIGNOR AGREES AND ACKNOWLEDGES THAT IT WILL CO-OPERATE FULLY IN THE FURTHER ASSURANCE PROCESS BY (AT ITS OWN COST) REVIEWING AND APPROVING ALL APPROPRIATE DOCUMENTATION, EXECUTING OR PROCURING THE EXECUTION OF THE SAME BY APPROPRIATE MEMBERS OF ITS GROUP OF COMPANIES, AND PROVIDING ANY RELEVANT INFORMATION FROM ITS RECORDS.**
- IV. THE SCHEDULE FOLLOWING THE OPERATIVE PART OF THIS ASSIGNMENT SHALL BE DEEMED TO BE INCORPORATED IN, AND FORM PART OF, THIS ASSIGNMENT.**
- V. TO THE EXTENT THAT THIS ASSIGNMENT CONTAINS OR COMPRISES AN AGREEMENT BETWEEN THE PARTIES HERETO, THE CONSTRUCTION, VALIDITY AND PERFORMANCE OF THIS ASSIGNMENT SHALL BE TO THE MAXIMUM EXTENT PERMITTED BE GOVERNED BY THE LAW OF THE STATE OF NEW YORK, USA.**
- VI. EACH PARTY HERETO AGREES THAT IT SHALL BRING ANY ACTION OR PROCEEDING IN RESPECT OF ANY CLAIM ARISING OUT OF OR RELATED TO THIS ASSIGNMENT OR THE TRANSACTIONS CONTAINED IN OR CONTEMPLATED BY THIS ASSIGNMENT, WHETHER IN TORT OR CONTRACT OR AT LAW OR IN EQUITY, EXCLUSIVELY IN THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, USA (THE "CHOSEN COURT") AND:**
- (a) irrevocably submits to the exclusive jurisdiction of the Chosen Court;
 - (b) waives any objection to laying venue in any such action or proceeding in the Chosen Court;
 - (c) waives any objection that the Chosen Court is an inconvenient forum or does not have jurisdiction over any party hereto; and

(d) agrees that service of process upon such party in any such action or proceeding shall be effective if notice is given in accordance with section 10.1 of the Purchase Agreement.

IN WITNESS of which this Assignment has been executed on the date written at the beginning of this Assignment.

SCHEDULE

Patents

Country	Owner	Registration No./ Application No	Grant/ Application	Descriptive Title
Austria	Warner Electric AB	E 21 155 83850272.2	15.08.86**	Positioning apparatus
Belgium	Warner Electric AB	106 826 83850272.2	30.07.86**	Positioning apparatus
Brazil	Warner Electric AB	PI 9707076		Internal saddle for Linear Actuator
Canada	Warner Electric AB	2 243 112	31.07.86	Internal saddle for Linear Actuator
Canada	Warner Electric AB	1244 505 438 733	08.11.88	Positioning apparatus
EPC	Warner Electric AB	876289 97901891.8	11.11.98	Internal saddle for Linear Actuator
EPC	Warner Electric AB	97935922.1	mid-December 1999	A device in linear actuators
Finland	Warner Electric AB	83 173 833635	10.06.91**	Positioning apparatus
France	Warner Electric AB	106826 83850272.2	30.07.87**	Positioning apparatus
France	Warner Electric AB	97901891.8	24.01.97	Internal saddle for Linear Actuator
Germany	Warner Electric AB	97901891.8	24.01.97	Internal saddle for Linear Actuator
Germany	Warner Electric AB	P33 64987.1 83850272.2	04.09.86**	Positioning apparatus
Italy	Warner Electric AB	106 826 83850272.2	30.07.86**	Positioning apparatus
Italy	Warner Electric AB	97901891.8	24.01.97	Internal saddle for Linear Actuator

Country	Owner	Registration No./ Application No	Grant/ Application	Descriptive Title
Japan	Warner Electric AB	92013571 83192640	10.03.92	Positioning apparatus
Japan	Warner Electric AB	526787-97	not available	Internal saddle for Linear Actuator
Luxembourg	Warner Electric AB	106 826 83850272.2	30.07.86**	Positioning apparatus
Netherlands	Warner Electric AB	106 826 83850272.2	30.07.86**	Positioning apparatus
PCT	Warner Electric AB	SE98/01239	25.06.98	ERGO-START-P-PCT (application withdrawn)
PCT	Warner Electric AB	9902892 SE97/01249	21.02.99 09.07.97	A device in linear actuators
Sweden	Warner Electric AB	439968 820923	17.10.85**	Positioning apparatus
Sweden	Warner Electric AB	449200 851937	23.07.87**	A profiled rail with belt-drive controlled crab carriage/carriages
Sweden	Warner Electric AB	8700459-4 87459	21.09.89**	GLIDMUTTERAGG REGAT-P-SE
Sweden	Warner Electric AB	441827 823527	20.02.86**	VERKTYGSBANA-P-SE
Sweden	Warner Electric AB	509909 9600280-3	22.03.89**	Internal saddle for Linear Actuator
Sweden	Warner Electric AB	99265 9902659-3	12.07.99	MEDBRENGARAN ORDNING VID LINGARENHETER
Switzerland	Warner Electric AB	106 826 83850272.2	30.07.86**	Positioning apparatus
USA	Warner Electric AB	4566 738 541 135	28.01.86**	Positioning apparatus
USA	Warner Electric AB	09/ 117 254	not available	Internal saddle for Linear Actuator
USA	Warner Electric AB	09/ 462, 670	09.07.97	A device in linear actuators