

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Assignment of Security Interest in Trademarks	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent		04/15/2009	National Association:
RECEIVING PARTY DATA			
Name:	Wilmington Trust FSB, as Administrative Agent		
Street Address:	50 South Sixth Street		
Internal Address:	Suite 1290		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	Federal Savings Bank:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2312890	MAXCOOL	
Registration Number:	2319107	1-800-MAX-COOL	
Registration Number:	2493722	MAX COOL RADIATORS	
CORRESPONDENCE DATA			
Fax Number:	(617)951-8736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-951-8084		
Email:	ashley.scibelli@bingham.com		
Correspondent Name:	Ashley B. Scibelli		
Address Line 1:	One Federal Street		
Address Line 2:	Bingham McCutchen LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Ashley B. Scibelli		

OP \$90.00 2312890

Signature:	/Ashley B. Scibelli/
Date:	04/21/2009
Total Attachments: 7 source=Visteon Climate Control#page1.tif source=Visteon Climate Control#page2.tif source=Visteon Climate Control#page3.tif source=Visteon Climate Control#page4.tif source=Visteon Climate Control#page5.tif source=Visteon Climate Control#page6.tif source=Visteon Climate Control#page7.tif	

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

This Assignment of Security Interest in Trademarks (“Trademark Collateral Assignment”), dated as of April 15, 2009, is executed by JPMORGAN CHASE BANK, N.A., as assignor (the “Existing Agent”) and WILMINGTON TRUST FSB, as assignee (the “Successor Agent”). Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Credit Agreement or the Guarantee and Collateral Agreement, respectively, referred to below.

RECITALS

WHEREAS, Visteon Corporation, as borrower (the “Borrower”), the Existing Agent in its capacity as Administrative Agent for the Lenders referred to below, the several banks and other financial institutions (the “Lenders”), Credit Suisse Securities (USA) LLC and Sumitomo Mitsui Banking Corporation, as Co-Documentation Agents, and Citicorp USA, Inc., as Syndication Agent entered into that certain that Credit Agreement, dated as of June 13, 2006 (as amended and restated pursuant to that certain Amended and Restated Credit Agreement dated April 10, 2007 and as further amended and in effect from time to time, the “Credit Agreement”);

WHEREAS, in connection with the Credit Agreement, the Borrower, VISTEON CLIMATE CONTROL SYSTEMS LIMITED, a Delaware corporation (the “Grantor”), and certain other subsidiaries of the Borrower, executed and delivered a Guarantee and Collateral Agreement, dated as of June 13, 2006, in favor the Existing Agent (together with all amendments, modifications and supplements, if any, from time to time thereafter made thereto, the “Guarantee and Collateral Agreement”);

WHEREAS, in connection with the Guarantee and Collateral Agreement, pursuant to the Grant of Security Interest in Trademark Rights, dated as of June 13, 2006 (“Trademark Agreement”), the Grantor granted to the Existing Agent, for itself and for the ratable benefit of the Secured Parties, a security interest in the “Collateral” (as defined in the Trademark Agreement), including certain trademark registrations, trademark applications and trademark licenses as identified on Schedule A to the Trademark Agreement (collectively, the “Trademark Collateral”), all as more fully provided in the Trademark Agreement;

WHEREAS, pursuant to that certain Successor Agent Agreement and Amendment, dated as of April 15, 2009 (the “Successor Agent Agreement”), the Existing Agent resigned as the Administrative Agent under the Credit Agreement and the other Loan Documents, the Successor Agent was appointed by the Required Lenders as the successor Administrative Agent under the Credit Agreement and the other Loan Documents, and the Successor Agent assumed the rights, powers and privileges of the “Administrative Agent” under the Credit Agreement, Guarantee and Collateral Agreement and other Loan Documents;

WHEREAS, the Existing Agent desires to assign, and the Successor Agent desires to assume, the rights, powers, privileges and obligations of the “Agent” under the Trademark Agreement.

NOW, THEREFORE, the Existing Agent and the Successor Agent agree as follows:

1. As of the date hereof, the Existing Agent hereby assigns, and the Successor Agent hereby assumes, the rights, powers, privileges and obligations of the "Agent" in the Trademark Agreement.
2. The security interest granted by the Grantor pursuant to the Trademark Agreement includes a security interest and other rights in the Trademark Collateral, owned as of June 13, 2006, or at any time thereafter acquired by the Grantor or in which the Grantor had as of June 13, 2006, or at any time thereafter, acquired any right, title or interest.
3. The Successor Agent may record this Trademark Collateral Assignment on the Trademark Collateral identified on Schedule A with the United States Patent and Trademark Office and trademark offices of any countries and/or jurisdictions in which the trademarks are registered or applied for.
4. Except as expressly amended and supplemented herein or in the Successor Agent Agreement, all of the terms and provisions of the Trademark Agreement shall continue in full force and effect and the same are hereby ratified and confirmed.

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IN WITNESS WHEREOF, the parties have executed this Trademark Collateral Assignment as of the day and year first above written.

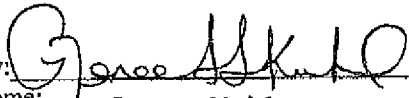
JPMORGAN CHASE BANK, N.A., as Existing Agent

By: Matthew H. Massie
Name: MATTHEW H. MASSIE
Title: MANAGING DIRECTOR

[Signature Page to Assignment of Security Interest in Trademarks - Visteon Climate Control Systems Limited]
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WILMINGTON TRUST FSB, as Successor Agent

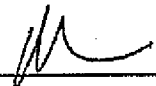
By: 
Name: Renee Kuhl
Title: Assistant Vice President

[Signature Page to Assignment of Security Interest in Trademarks.- Visteon Climate Control Systems Limited]
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AGREED AND ACKNOWLEDGED:

VISTEON CLIMATE CONTROL SYSTEMS LIMITED,
as Grantor

By: 
Name: Michael P. Lewis
Title: Assistant Treasurer

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SCHEDULE A

**TRADEMARKS ISSUED BY U.S. PATENT
AND TRADEMARK OFFICE**

[See attached]

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>
MAXCOOL	2,312,890
1-800-MAX-COOL	2,319,107
MAX COOL RADIATORS AND DESIGN	2,493,722