FORM PTO-1594 1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101507078 To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Name of conveying party(ies): Name and address of receiving party(ies): VARITY AUTOMOTIVE INC. 10-13-00 1900 Richmond Road Name: KELSEY-HAYES COMPANY Cleveland, Ohio 44124 Street Address: 12025 Tech Center Drive Individual(s)] Association] General Partnership | Limited Partnership City: Livonia State: Michigan ZIP: 48150 [X] Corporation – State of Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No 3. Nature of conveyance:] Individual(s) citizenship _____] Association [_] Merger [X] Assignment [__] General Partnership [__] Security Agreement [] Change of Name Limited Partnership [_] Other [X] Corporation - State of Delaware Execution Date: August 4, 2000 If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? [] Yes [X] No Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,858,415 1,813,552 Additional numbers attached? [__] Yes [X] No Total number of applications and registrations involved: [2] Name and address of party to whom correspondence concerning document should be mailed: \$ 65.00 Total Fee (37 CFR 3.41): Name: Robert W. Smith, Esq. Internal Address: McCarter & English, LLP _] Enclosed 4 Gateway Center X Authorized to be charged to deposit account 8. Deposit account number: Street Address: 100 Mulberry Street (Attach duplicate copy of this page if paying by deposit account.) ZIP: <u>07101</u> State: New Jersey City: Newark 501402 DO NOT USE THIS SPACE To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original Statement and Signature. document. October 12, 2000 Robert W. Smith Signature Name of Person Signing Total number of pages comprising cover sheet: [4]

ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the <u>4#</u> day of August, 2000, by and between Varity Automotive Inc., a Delaware corporation with offices at 1900 Richmond Road, Cleveland, Ohio 44124 ("Assignor") and Kelsey-Hayes Company, a Delaware corporation with offices at 12025 Tech Center Drive, Livonia, Michigan 48150 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to the trademarks and trademark registrations listed and/or described on Appendix A attached hereto and made a part hereof, and all of the goodwill associated therewith (the "Marks"); and

WHEREAS, Assignor has agreed to assign the Marks to Assignee.

NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all right, title and interest in the Marks, and all issued registrations with respect to same, as well as the goodwill related to the Marks and the right to sue and to recover damages or other appropriate relief for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

VARITY AUTOMOTIVE INC.

By Kelsey-Hayes Company, atorney-in-fact

Name: William A. Fullmer

Title: Assistant Secretary

NWK2: 698638.01

TRADEMARK
REEL: 002168 FRAME: 0135

Appendix A

Trademarks in the Name of Varity Automotive Inc.

<u>Trademark</u>	Registration No.	Registration Date
ACCUSTAR	1,858,415	October 18, 1994
ANGLESTAR	1,813,552	December 28, 1993

RECORDED: 10/13/2000

NWK2: 698643.01

TRADEMARK REEL: 002168 FRAME: 0136