

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Federal-Mogul Corporation		09/23/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Carter Fuel Systems, LLC		
Street Address:	127 Public Square		
Internal Address:	Suite 5110		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1307664	CARTER	
CORRESPONDENCE DATA			
Fax Number:	2163634588		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	216.363.4677		
Email:	trademark@beneschlaw.com		
Correspondent Name:	Duncan Poirier		
Address Line 1:	Benesch Friedlander Coplan & Aronoff LLP		
Address Line 2:	200 Public Square, Suite 2300		
Address Line 4:	Cleveland, OHIO 44114		
ATTORNEY DOCKET NUMBER:	32678-7		
NAME OF SUBMITTER:	Duncan Poirier		
Signature:	/Duncan Poirier/		

OP \$40.00 1307664

Date:

10/03/2013

Total Attachments: 5

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ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks, effective as of September 23, 2013 (this "Assignment of Trademarks"), is entered into by and between Federal-Mogul Corporation, a Delaware corporation (the "Assignor"), and Carter Fuel Systems, LLC, a Delaware limited liability company (the "Assignee").

RECITALS

WHEREAS, the Assignor is the owner of all right, title, and interest in the trademarks set forth in the attached Schedule A (the "Purchased Marks");

WHEREAS, the Assignor and the Assignee have entered into that certain Asset Purchase Agreement, dated as of August 1, 2013 (the "Asset Purchase Agreement"); and

WHEREAS, the Assignee wishes to acquire from the Assignor, and the Assignor wishes to transfer to the Assignee, all of the Assignor's right, title, and interest in and to the Purchased Marks;

WHEREAS, the Assignee wishes to acquire from the Assignor, and the Assignor wishes to transfer to the Assignee, all of the Assignor's right, title, and interest in and to all derivatives of the Purchased Marks worldwide;

NOW THEREFORE, in consideration of the payment of ten dollars (\$10.00) by Assignee to Assignor, and for other good and valuable consideration, in each case, as set forth in the Asset Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Assignor and the Assignee hereby agree as follows:

The Assignor hereby assigns, transfers and conveys to Assignee the Assignor's entire and undivided right, title, and interest, whether now existing or hereafter acquired, in and to the Purchased Marks and all derivatives thereof, worldwide, the goodwill of the business symbolized by the Purchased Marks and their derivatives, all registrations and applications for registration thereof, the right to sue, either at law or in equity, and the right to recover for any past, present or future infringements thereof, the right to initiate other proceedings before all government and administrative bodies with respect to the Purchased Marks and their derivatives, and the right to prepare derivative marks of the Purchased Marks.

The Assignor agrees to do all acts and take such further action, including the execution and acknowledgment of such additional documents as the Assignee may reasonably request, to carry out and fulfill the purposes and intent of this Assignment of Trademarks.

This Assignment of Trademarks shall be binding upon and inure to the benefit of the parties hereto, and their permitted successors in interest and assigns.

The "Recitals" as set forth above and the attached Schedule A are incorporated herein by reference into the terms of this Assignment of Trademarks.

[Signature Page to Assignment of Trademarks]

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment of Trademarks as of the date first set forth above.

ASSIGNOR

FEDERAL-MOGUL CORPORATION

By: *MaryAnn Fick*
Name: MaryAnn Fick
Title: Intellectual Property Counsel

State of Michigan

County of Oakland

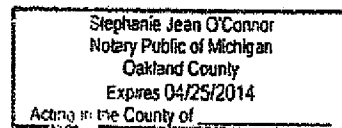
This instrument was executed before me on this 23rd day of September 2013, by MaryAnn Fick, the IP Counsel of Federal-Mogul Corporation, a Delaware corporation.

WITNESS my hand and official seal.

Stephanie Jean O'Connor
Notary Public in and for
The State of MICHIGAN

Stephanie Jean O'Connor
Printed or Typed Name of Notary

My Commission Expires April 25, 2014



ASSIGNEE

CARTER FUEL SYSTEMS, LLC

By: [Signature]
Name: Patrick Jones
Title: President

State of Ohio

County of Cuyahoga

This instrument was executed before me on this 13 day of September, 2013, by Patrick Jones, the President of Carter Fuel Systems, LLC, a Delaware limited liability company.

WITNESS my hand and official seal.



[Signature]
CLAUDIA J. TALLEZ

Claudia J. Tallez
Printed or Typed Name of Notary

My Commission Expires May 18, 2014

Schedule A

Mark	Country	Application No.	Registration No.	Current Owner	Status
CARTER	Argentina	1444454	1.937.257	Federal-Mogul Corporation	Registered
CARTER	Argentina	1444455	1.937.241	Federal-Mogul Corporation	Registered
CARTER	Australia	A217813	217813	Federal-Mogul Corporation	Registered
CARTER	Austria	1225/65	55742	Federal-Mogul Corporation	Registered
CARTER	Belize	4229-06	4229.06	Federal-Mogul Corporation	Registered
CARTER	Belize	4227-06	4227.06	Federal-Mogul Corporation	Registered
CARTER	Belize	4228-06	4228.06	Federal-Mogul Corporation	Registered
CARTER	Benelux	102015	0102015	Federal-Mogul Corporation	Registered
CARTER	Bolivia	47872-C	63233-A	Federal-Mogul Corporation	Registered
CARTER	Canada	286435	TMA141608	Federal-Mogul Corporation	Registered
CARTER	Chile	51720	893.910	Federal-Mogul Corporation	Registered
CARTER	China P.R.	177955	177955	Federal-Mogul Corporation	Registered
CARTER	Colombia	92262621	175.113	Federal-Mogul Corporation	Registered
CARTER	Colombia	262622	134.402	Federal-Mogul Corporation	Registered
CARTER	Costa Rica	2006-0003100	168354	Federal-Mogul Corporation	Registered
CARTER	Costa Rica	2006-0003101	171211	Federal-Mogul Corporation	Registered
CARTER	Denmark	1965-01964	VR1967-03722	Federal-Mogul Corporation	Registered
CARTER	Dominican Republic	2006-22770	154592	Federal-Mogul Corporation	Registered
CARTER	Dominican Republic	2006-22768	154710	Federal-Mogul Corporation	Registered
CARTER	Dominican Republic	2006-22769	154588	Federal-Mogul Corporation	Registered
CARTER	Ecuador	4043-1995	2130-IEPI	Federal-Mogul Corporation	Registered
CARTER	El Salvador	76038-2006	159/72	Federal-Mogul Corporation	Registered
CARTER	El Salvador	2006-76036	8/86	Federal-Mogul Corporation	Registered
CARTER	El Salvador	76040-2006	100/89	Federal-Mogul Corporation	Registered
CARTER	France	86178	1595325	Federal-Mogul Corporation	Registered
CARTER	Germany	822140	822140	Federal-Mogul Corporation	Registered
CARTER	Greece	33608	33.608	Federal-Mogul Corporation	Registered
CARTER	Guatemala	3169	52,833	Federal-Mogul Corporation	Registered
CARTER	Honduras	14264-2006	119,832	Federal-Mogul Corporation	Registered
CARTER	Iceland	278	251/1965	Federal-Mogul Corporation	Registered
CARTER	Iceland	277	252/1965	Federal-Mogul Corporation	Registered
CARTER	India	1346990	1346990	Federal-Mogul Corporation	Registered
CARTER	Indonesia	331205	IDM000018189	Federal-Mogul Corporation	Registered
CARTER	Italy	717071	1171485	Federal-Mogul Corporation	Registered
CARTER	Kenya	35617	KE/T/1987/035617	Federal-Mogul Corporation	Registered

Schedule A (continued)

Mark	Country	Application No.	Registration No.	Current Owner	Status
CARTER	Libya	13647		Federal-Mogul Corporation	Filed
CARTER	Libya	13648		Federal-Mogul Corporation	Filed
CARTER	Libya	13649		Federal-Mogul Corporation	Filed
CARTER	Mexico	126048	127028	Federal-Mogul Corporation	Registered
CARTER	Mexico	32/17714	353310	Federal-Mogul Corporation	Registered
CARTER	Myanmar	7910/2011	7910/2011	Federal-Mogul Corporation	Registered
CARTER	New Zealand	79135	79135	Federal-Mogul Corporation	Registered
CARTER	Nicaragua	2006-01130	0700460 LM	Federal-Mogul Corporation	Registered
CARTER	Nicaragua	2006-01131	0700461 LM	Federal-Mogul Corporation	Registered
CARTER	Nicaragua	2006-01129	0700459 LM	Federal-Mogul Corporation	Registered
CARTER	Norway	85789	69646	Federal-Mogul Corporation	Registered
CARTER	O.A.P.I	77409	27524	Federal-Mogul Corporation	Registered
CARTER	Pakistan	43950	43950	Federal-Mogul Corporation	Registered
CARTER	Panama	150186	150186 01	Federal-Mogul Corporation	Registered
CARTER	Panama	150188	150188 01	Federal-Mogul Corporation	Registered
CARTER	Panama	150187	150187 01	Federal-Mogul Corporation	Registered
CARTER	Peru	5810	33726	Federal-Mogul Corporation	Registered
CARTER	Philippines	12227	013461	Federal-Mogul Corporation	Registered
CARTER	Portugal	132297	132297	Federal-Mogul Corporation	Registered
CARTER	Portugal	132298	132298	Federal-Mogul Corporation	Registered
CARTER	Puerto Rico	13837	13,837	Federal-Mogul Corporation	Registered
CARTER	Puerto Rico	13838	13,838	Federal-Mogul Corporation	Registered
CARTER	Republic of Korea	89-2031	189589	Federal-Mogul Corporation	Registered
CARTER	South Africa	65/2179	65/02179	Federal-Mogul Corporation	Registered
CARTER	Sweden	127468	127468	Federal-Mogul Corporation	Registered
CARTER	Switzerland	212594	347389	Federal-Mogul Corporation	Registered
CARTER	Taiwan	79-15464	533698	Federal-Mogul Corporation	Registered
CARTER	Thailand	69184	Kor118032	Federal-Mogul Corporation	Registered
CARTER	Turkey	34601	89739	Federal-Mogul Corporation	Registered
CARTER	United States	73/409563	1307664	Federal-Mogul Corporation	Registered
CARTER	Uruguay	296728	384125	Federal-Mogul Corporation	Registered
CARTER	Venezuela	5181	F-57283	Federal-Mogul Corporation	Registered
CARTER	Vietnam	12132	10 168	Federal-Mogul Corporation	Registered
CARTER	Zambia	184/87	184/87	Federal-Mogul Corporation	Registered
CARTER	Zimbabwe	469/87	469/87	Federal-Mogul Corporation	Registered

TRADEMARK

RECORDED: 10/03/2013

REEL: 005123 FRAME: 0586