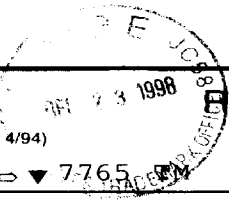


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FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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Tab settings 7-765

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

1. Name of conveying party(ies): MKD 12-23-98
 CLOUTH GUMMIWERKE AG

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Germany)
 Other

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

2. Name and address of receiving party(ies)

Name: CONTINENTAL AKTIENGESELLSCHAFT
 Internal Address: _____
 Street Address: Vahrenwalder Str.9
 City: Hannover State: Germany ZIP: D-30165

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Germany
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: (telefax) Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Certificate of
 Security Agreement Merger (copy)
 Other Change of Name

Execution Date: 11 May 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,742,570 -- CLOUTH (stylized)

Additional numbers attached? Yes No

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

Name: Herbert Dubno, Esq.
 Internal Address: _____
c/o The Firm of Karl F. Ross, P.C.
 Street Address: 5676 Riverdale Ave.
Suite 310
 City: Riverdale (Bronx) State: NY ZIP: 10471

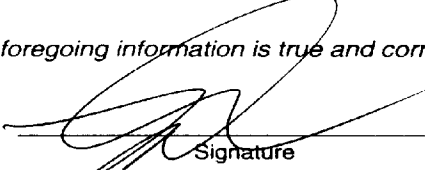
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-2025
 (Attach duplicate copy of this page if paying by deposit account)

FC:481 40.00 DP DO NOT USE THIS SPACE

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.

Herbert Dubno, Esq.  12/23/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

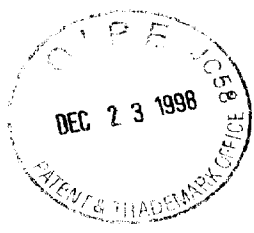
Mail documents to be recorded with required cover sheet Information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1834 FRAME: 0224

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NO. # 1, 140, 570

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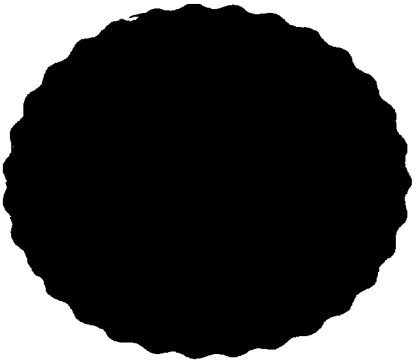


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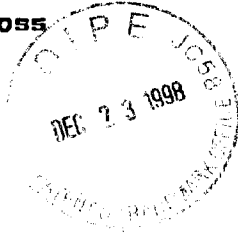
CERTIFICATE OF MERGER

In knowledge of the register of companies' extract of the 'Amtsgericht Hannover', HR B 3527, Continental Aktiengesellschaft, dated 27. August 1997, I, the undersigned Notary Public do hereby certify that **Clouth Gummiwerke AG**, a German corporation, of Niehler Str. 102-106, D-50733, Köln, **Germany** was merged into **Continental Aktiengesellschaft**, a German corporation having the address at Vahrenwalder Str. 9, D-30165 Hannover

Dated this 11th day of May, 1998.




NOTARY PUBLIC



7765TM

**IN THE U.S. PATENT AND TRADEMARK OFFICE
TRADEMARK EXAMINING OPERATION**

Registrant CONTINENTAL AKTIENGESELLSCHAFT
Reg. No. 1,742,570
Granted 29 December 1992
Mark CLOUTE (stylized)
Classes 7, 12, 17
Trademark att. Not known Law Office Not known

Asst. Commissioner for Trademarks
 Box 5
 2900 Crystal Drive
 Arlington, VA 22202-3513

POWER OF ATTORNEY AND APPOINTMENT OF DOMESTIC REPRESENTATIVE

CONTINENTAL AKTIENGESELLSCHAFT hereby appoints Herbert Dubno, Reg. 19,752; Jonathan Myers, Reg. 26,963; and Andrew Wilford, Reg. 26,597 and each of them individually to prosecute the matter identified in the caption and to transact all business in the Patent and Trademark Office connected therewith.

Please direct all correspondence to:

The Firm of Karl F. Ross, P.C.
 Customer Number 000535
 5676 Riverdale Avenue, Box 900
 Riverdale (Bronx), New York 10471-0900
 Telephone: (718) 884-6600
 Fax: (718) 601-1099.

Please designate the above-identified firm as the mark owner's representative upon whom notices or process in proceedings affecting the mark may be served.

X
Dec. 22, 1998
Date

CONTINENTAL AKTIENGESELLSCHAFT
 Signature: Egon Schneider
 Name: Egon Schneider
 Title: managing director & officer