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05-11-2000



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ements or copy thereof.

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADE

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Tire Pros, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - California**
- Other:

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

2. Name and address of receiving party(ies):

Name: Aspen Enterprises, Inc.
Internal Address:
Street Address: 51 Moreland Road
City: Simi Valley **State:** CA **ZIP:** 93065

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - California**
- Other:

200 APR 20 PM 3:17
OPR/FINANCE

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger**
- Security Agreement
- Change of Name
- Other:

Execution Date: **December 11, 1998**

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,592,463

Additional numbers attached? Yes No

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

Name: Marguerite L. Gunn, Esq.
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
1

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.

Marguerite L. Gunn
Name of Person Signing

Marguerite L. Gunn
Signature

4/17/00
Date

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

Mail documents to be recorded with required cover sheet information to:

05/11/2000 JSHAR0ZZ 00000649 1592463
01 PD:AM 40.00 00
RECORDTM
H:\DOCS\JCC\JCC-1112.DOC 041100

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

00588833

e 1070740 (ent)
CERTIFICATE OF OWNERSHIP

FILED
In the office of the Secretary of State
of the State of California

JAN 19 1999 *new*
Bill Jones
BILL JONES, Secretary of State

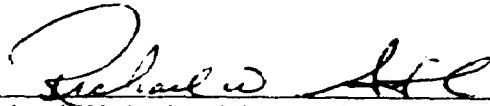
Richard W. Smith certifies that:

1. He is the Vice President - Finance and Secretary of Aspen Enterprises, Inc., a California corporation.
2. This corporation owns all the outstanding shares of The Tire Pros, a California corporation.
3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that the Corporation merge The Tire Pros its wholly-owned subsidiary corporation into itself and assume all of its obligations pursuant to Section 1110 of the California Corporations Code.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: December 11, 1998


Richard W. Smith, Vice President- Finance
and Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: March 15, 1999

December 16, 1998

WILLIAM S GREGORY
COURT PLAZA BLDG
901 H ST STE 400
SACRAMENTO CA 95814

ISSUED TO : THE TIRE PROS
ENTITY ID : 1070740

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen
Tax Clearance Unit
Special Audit Section
Telephone (916) 845-4124

COPY

TRADEMARK