

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
AE EUROPE, LLC

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other - Delaware Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)
Name: AUTO EUROPE, LLC
Address: 39 Commercial Street, Portland, Maine 04101

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other - Delaware limited liability company

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: December 19, 2003

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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s): see attached schedule B. Trademark Registration No.(s): see attached schedule
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Hayley M. Smith
Senior Legal Assistant
Kirkland & Ellis LLP
153 East 53rd Street
New York, NY 10022-4675
Telephone (212) 446-4800
Fax (212) 446-49000

6. Total number of applications and registrations involved: 12
7. Total fee (37 CFR 3.41)..... \$ 315
 Enclosed
 Authorized to be Charged to Deposit Account
8. Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

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.

Hayley M. Smith Hayley M. Smith Feb. 10, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$315.00 111098 76145351

SCHEDULE TO RECORDATION COVER SHEET - AE EUROPE, LLC TO AUTO EUROPE, LLC

Registrations

Mark	Reg. No.
AUTO-EUROPE	1,398,893
CARPASS	2,257,786
KEMWEL LOGO	1,703,776
KEMFAX	2,255,968
SONIC COMMISSIONS	2,283,785
SKY DRIVE	2,002,726

Applications

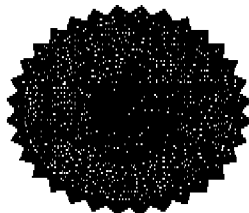
Mark	App. No.
AUTOEUROPE	76/145351
KEMWEL	76/540996
KEMWEL (w/logo)	76/540997
AE AUTO EUROPE	78/194700
EUROPE A LA CARTE	78/151892
MYEUROPE	78/151874

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AE EUROPE, LLC", CHANGING ITS NAME FROM "AE EUROPE, LLC" TO "AUTO EUROPE, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2003, AT 8:42 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3726730 8100

030824342

AUTHENTICATION: 2836623

DATE: 12-24-03

TRADEMARK

REEL: 002791 FRAME: 0891

DEC-19-2003 20:24

CT CORP SYSTEM

State of Delaware P.02
Secretary of State
Division of Corporations
Delivered 08:44 PM 12/19/2003
FILED 08:42 PM 12/19/2003
SRV 030824342 - 3726730 FILE

CERTIFICATE OF AMENDMENT

OF

AE EUROPE, LLC

FIRST: The name of the limited liability company is AE Europe, LLC.

SECOND: The Certificate of Formation of the Limited Liability Company is hereby amended to effect a change relating to the name of the Limited Liability Company, accordingly Article First of the Certificate of Formation shall be amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article First:

"FIRST: The name of the limited liability company is Auto Europe, LLC."

IN WITNESS WHEREOF, the undersigned has duly executed, signed and acknowledged this Certificate of Amendment as of the 19th day of December, 2003.

By: ls\ Leonard A. Potter
Leonard A. Potter, Vice President