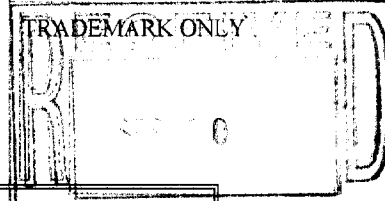


09-23-1999



To the Honorable Con
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<p>1. Name of party(ies) conveying an interest:</p> <p>Autoweb Worldwide Publishing, Inc. 34245 Meyer Road, Suite A Cottage Grove, OR 97424</p> <p>Entity: <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited P'Ship <input checked="" type="checkbox"/> Corporation -State - Oregon <input type="checkbox"/> Other</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>AutoWeb Worldwide Publishing Corp. 6409 Interlachen Blvd. Edina, MN 55436</p> <p>Entity: <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited P'Ship <input checked="" type="checkbox"/> Corporation-State - Minnesota <input type="checkbox"/> Other:</p>
<p>3. Interest Conveyed</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of <input type="checkbox"/> Security Agreement Name <input type="checkbox"/> Other _____ <input type="checkbox"/> Merger</p>	<p>If not domiciled in the United States, a domestic representative designation is attached:</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(the attached document must be an assignment)</p>
<p>4. Application number(s) or registration number(s).</p> <p>A. Trademark Application No.(s): 75/584,326 75/066,892 75/700,899</p>	<p>Additional Sheet attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>B. Trademark Registration No.(s) 2,095,983</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Winthrop & Weinstine, P.A. Attn: Ryan F. Urness 3000 Dain Rauscher Plaza 60 South Sixth Street Minneapolis, MN 55402</p>	<p>6. Number of applications and registrations involved: 4</p> <p>7. Amount of fee enclosed or authorized to be charged: \$115.00</p> <p>8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): N/A</p>
DO NOT USE THIS SPACE	
<p>9. Date of execution of attached document: July 19, 1999, and September 9, 1999.</p> <p>10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: September 20, 1999.</p> <p><i>Ryan F. Urness</i> _____ Ryan F. Urness</p>	

MPL1: 310678-1

09/22/1999 NTHA11 00000255 75584326

01 FC:481 40.00 DP
02 FC:482 75.00 DP

TRADEMARK ASSIGNMENT

WHEREAS, AUTOWEB WORLD^wWIDE PUBLISHING, INC., an Oregon corporation, having its principal place of business at Suite A, 34245 Meyer Road, Cottage Grove, Oregon 97424 ("Assignor") has adopted, used and is using the marks which are either the subject of registrations and/or applications in the United States Trademark Office, which are listed on the attached Schedule A (the "Marks"); and

WHEREAS, AUTO VILLAGE ACQUISITION CORP., a Minnesota corporation, having its principal place of business at 6409 Interlachen Blvd., Edina, Minnesota 55436 ("Assignee") is desirous of acquiring the Marks and any registrations issued or to be issued in connection therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee all of the Assignor's right, title and interest in and to the Marks, together with the goodwill of the business symbolized thereby, together with the applications and/or registrations thereof listed on Schedule A, together with a right to sue for and collect on all claims for damages by reason of past infringement of any of said Marks.

AUTOWEB WORLD^wWIDE PUBLISHING, INC.

By: *Duane Elliott, President*
Name: *Duane Elliott, President*
Title: *President*

Date: July *19th*, 1999

STATE OF OREGON)
) ss.
COUNTY OF *Lane*)

On this *19th* day of July, 1999, before me appeared *Duane Elliott* to me personally known, who, being by me duly sworn did say that he/she is the *President* of AutoWeb Worldwide Publishing, Inc., a corporation of the State of Oregon, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and said *Duane Elliott* acknowledged said instrument to be the free act and deed of said corporation.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Milton E. Gifford
NOTARY PUBLIC

My Commission Expires:
4-16-2002



[SEAL]

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO. / SERIAL NO.</u>
TRUCKWORLD	2,095,983
TRUCKWORLD	75-584,326
TRUCKWORLD ONLINE!	75-066,892
TRUCKWORLD	75-161,779