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HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. **222/250**

100979004

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

1. Name of conveying party(ies):
Larry P. Brown and Frederick D. Brown
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party:
Name: Arelli Alloy Wheels, Inc.

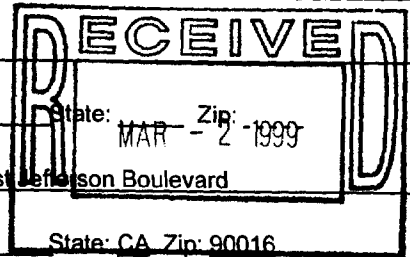
Internal Address: _____

City: _____

Street Address: 4525 West Jefferson Boulevard

City: Los Angeles

Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 4, 1998

State: MAR - 2 - 1999

State: CA Zip: 90016

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No(s). 29/075,803

B. Patent No(s): _____

Additional numbers attached? Yes No

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

6. Total number of applications and patents involved: 1

Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066

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

Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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.

David Ben-Meir

David Ben-Meir

Date: 2/26/99

Total number of pages including cover sheet: 5

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

Do not detach this portion

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

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

A S S I G N M E N T

WHEREAS We, **LARRY P. BROWN**, and **FREDERICK D. BROWN**, citizens of the United States of America, (hereinafter referred to as "ASSIGNORS"), have invented and own an ornamental design for a **CUSTOMER WHEEL**, for which application for Letters Patent of the United States of America was filed on August 22, 1997, assigned Serial No. 29/075,803; and

WHEREAS, **ARELLI ALLOY WHEELS, INC.**, a corporation organized and existing under and by virtue of the laws of the State of California and having its principal place of business at 4525 West Jefferson Blvd., Los Angeles, California 90016 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the exclusive right, title and interest in, to and under any Patent or similar legal protection to be obtained therefor in the United States of America, its territorial possessions and in any and all countries foreign thereto.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sell, assign, transfer and set over unto the said ASSIGNEE, its successors and assigns, the full and exclusive right, title and interest to said invention and to all Letters Patent or application or similar legal protection, not only in the United States and its territorial possessions, but in all countries foreign thereto to be obtained for said invention by said application, and to any continuation, division, renewal, substitute or reissue thereof or any legal equivalent thereof in the United States or a foreign country for the full term or terms for which the same may be granted, including all priority rights under the

International Convention; and ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent or any legal equivalent thereof to said ASSIGNEE, its successors and assigns, in accordance with this Assignment.

ASSIGNORS hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Agreement.

ASSIGNORS further covenant that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said application, said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNORS and will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents in the United States or in any foreign country, which may be necessary or desirable to carry out the purposes thereof.

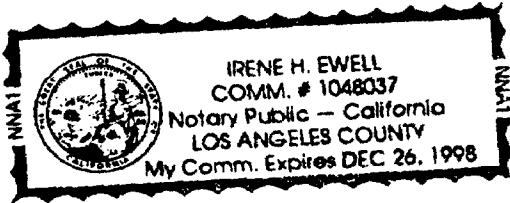
WITNESS MY HAND at Los Angeles, California, this 4th day of Dec., 1998.

By: *Frederick D. Brown Jr*
FREDERICK D. BROWN

STATE OF CALIFORNIA)
COUNTY OF Los Angeles)

On 12/4/98, 1998 before me, Irene H. Ewell Notary Public personally appeared FREDERICK D. BROWN to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that his signature on the instrument the person, or the entity upon behalf of the person acted, executed the instrument.

WITNESS my hand and official seal.



Irene H. Ewell
Signature of Notary Public