

05-05-1999

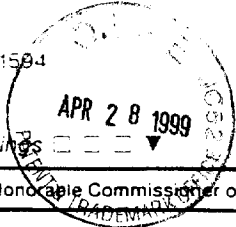
Tab settings

To the Honorable Commissioner of Patents and Trademarks



101029561

Original documents or copy thereof.



msb 4-28-99

1. Name of conveying party(ies):

NTW Incorporated

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

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

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

Name: Sears, Roebuck and Co.

Internal Address: _____

Street Address: 3333 Beverly Road

City: Hoffman Estates State: IL ZIP: 60179

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: April 8, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

(2,128,167)

Additional numbers attached? Yes No

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

Name: Sears, Roebuck and Co.

Internal Address: B6-362B

Street Address: 3333 Beverly Road

City: Hoffman Estates State: IL ZIP: 60179

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:

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

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40.00 DP

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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.

Amy Cohen Heller
Name of Person Signing

Signature

4/27/99

Date

Total number of pages comprising cover sheet:

2

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

Public burden reporting for this sample cover sheet is estimated to average 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).

TRADEMARK

ASSIGNMENT

WHEREAS, NTW Incorporated, a Delaware corporation, ("NTW") by virtue of a merger with TIRE AMERICA INC., has adopted, used and is using the mark Z RACING, which mark is registered in the U.S. Patent and Trademark Office, Registration No. 2,128,167, registered January 13, 1998; and

WHEREAS, Sears, Roebuck and Co., a New York corporation ("SEARS") is desirous of acquiring said mark and the registration therefore;

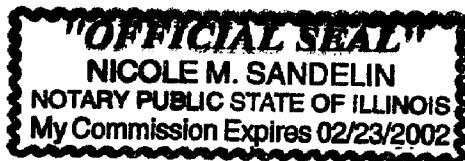
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, NTW does hereby assign unto SEARS all right, title and interest in and to the said mark, together with the good will of the business symbolized by the Mark and the above identified registration thereof.

NTW INCORPORATED

By Richard Barnett
Title Vice President - Law

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th day of April 1999, before me appeared Richard Barnett, the person who signed this instrument, who acknowledged that they signed the instrument on behalf of NTW and with authority to sign such document.



Nicole M. Sandelin
Notary Public
My Commission Expires 2/23/2002