

11-18-1998

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



100903860

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/18/1998 DNGUYEN 00000006 74604460

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 300.00 OP

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

TRADEMARK
REEL: 1815 FRAME: 0225

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Eric D. Paulsrud, Esq.

11/13/98

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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ASSIGNMENT OF TRADEMARK

WHEREAS, Champion Auto Stores, Inc., a Minnesota corporation ("Assignor") has adopted, used and is the owner of trademarks registered in the United States Patent and Trademark Office, and listed and described in Schedule A attached hereto; and

WHEREAS, Champion Auto Stores, LLC, a Minnesota limited liability company (formerly known as CAS Acquisition, LLC) ("Assignee"), acquired certain of the assets of Assignor as of October 19 1998, including the trademarks and corresponding trademark registrations of Assignor listed and described in Schedule A, and the entire business or portion thereof to which the marks pertain;

NOW, THEREFORE, for Ten Dollars (\$10.00) and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and intending to be legally bound, Assignor does hereby assign and transfer unto Assignee (a) Assignor's entire right, title and interest in and to the trademarks and corresponding registrations listed and described in Schedule A, throughout the world, together with the goodwill of the business symbolized by the trademarks, (b) the rights to sue and recover damages and all other remedies at law or equity for past infringements, and (c) and agrees to deliver to Assignee the original Trademark Certificates of Registration and the original trademark prosecution files for all applications made. regardless of whether the applications resulted in a Certificate of Registration or not, and the Assignor hereby directs its attorneys to transfer said certificates and files to Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 20th day of October , 1998.

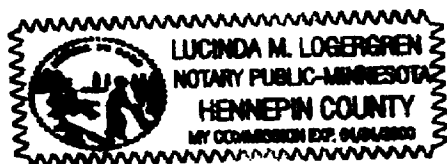
CHAMPION AUTO STORES, INC.
a Minnesota corporation

By: [Signature]
Gary D. Bebeau, Co-President

By: [Signature]
Dene E. Billbe, Co-President



STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 20th day of October, 1998, by Gary D. Bebeau and Dene E. Billbe, the Co-Presidents of Champion Auto Stores, Inc., a Minnesota corporation, and they acknowledged the same to be their free act and deed and the free act and deed of said corporation for which they were authorized to act.

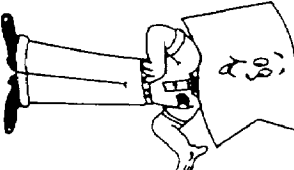


[Signature]
Notary Public

Schedule A

Applicant Name	App. No.	Filing Date	Reg. No.	Reg. Date	Inter. Classes	STATUS AND DURATION
Federal CHAMPION AUTO STORES HOME-OWNED AUTO PARTS STORES and Design 	74/604,460	29-Nov-1994			7, 9, 11 and 12	Application published on 07-May-1996; Request for an Extension of Time to File an Opposition filed with Trademark Trial and Appeal Board
Federal WE MAKE AUTO REPAIR EASY!	74/359,625	16-Feb-1993	1,887,086	04-Apr-1995	16, 37 and 42	Registered; Affidavit of Use due between 04-Apr-2000 and before 04-Apr-2001
Federal GOOD SERVICE DOESN'T HAVE TO COST A LOT	74/359,624	16-Feb-1993	1,804,444	16-Nov-1993	16, 37 and 42	Registered; Affidavit of Use due between 16-Nov-1998 and before 16-Nov-1999
Federal DO IT YOURSELF OR WE'LL DO IT FOR YOU	74/359,376	16-Feb-1993	1,820,154	08-Feb-1994	37 and 42	Registered; Affidavit of Use due between 08-Feb-1999 and before 08-Feb-2000
Federal HOME-OWNED AUTO PARTS STORES	74/355,862	05-Feb-1993	1,799,671	19-Oct-1993	37 and 42	Registered; Affidavit of Use due between 19-Oct-1998 and before 19-Oct-1999
Federal CHAMPION AUTO STORES HOME - OWNED AUTO PARTS STORES and Design 	74/355,853	05-Feb-1993	1,821,086	15-Feb-1994	9, 16, 37 and 42	Registered; Affidavit of Use due between 15-Feb-1999 and before 15-Feb-2000

Schedule A

Federal/State	Trademark Name	Appl. No.	Filing Date	Reg. No.	Reg. Date	Inter. Classes	STATUS/NO. (App'd)
Federal	CHAMP MAN	74/147,170	12-Mar-1991	1,750,072	02-Feb-1993	16 and 42	Registered; Section 8 & 15 Accepted and Acknowledged; Renewal due before 02-Feb-2003
Federal	CHAMPION AUTO STORES	74/147,163	12-Mar-1991	1,817,137	18-Jan-1994	37, 41 and 42	Registered; Affidavit of Use due between 18-Jan-1999 and before 18-Jan-2000
Federal	Miscellaneous Design (the Champ Man)	74/146,824	08-Mar-1991	1,748,402	26-Jan-1993	16 and 42	Registered; Affidavit of Use due between 26-Jan-1998 and before 26-Jan-1999
Federal	 RIGHT PRODUCTS, RIGHT PRICES AND RIGHT ANSWERS!	74/146,822	08-Mar-1991	1,781,340	13-Jul-1993	16 and 42	Registered; Affidavit of Use due between 13-Jul-1998 and before 13-Jul-1999
Federal	TECH TIP	74/146,820	08-Mar-1991	1,761,273	30-Mar-1993	16	Registered; Affidavit of Use due between 30-Mar-1998 and before 30-Mar-1999
Federal	CROWN	73/093,348	14-Jul-1976	1,076,636	01-Nov-1977	37	Registered; Section 8 & 15 Accepted and Acknowledged; Renewal filed 24-Oct-1997; Next Renewal due before 01-Nov-2007

Schedule A

Applicant Name	Applicant Name	Appl. No.	Filing Date	Reg. No.	Reg. Date	Inter Classes	STATUS/REMARKS
Federal	CROWN/AUTO	73/093,343	14-Jul-1976	1,125,640	02-Oct-1979	37	Registered; Section 8 & 15 Accepted and Acknowledged; Renewal due before 02-Oct-1999
Nebraska	CHAMPION AUTO STORES THE AUTO SUPPLY SUPERMARKET HOME OWNED AUTO PARTS STORE			734	03-Dec-1979		Registered; Renewed on 16-Aug-1989; Next Renewal due before 03-Dec-1999
Nebraska	CHAMPION AUTO STORES (Tradename)			6771203	12-Nov-1970		Registered; Renewed on 12-Jan-1989; Next Renewal due before 12-Nov-2000
Iowa	CHAMPION AUTO STORES THE AUTO SUPPLY SUPERMARKET & HOME OWNED AUTO PARTS STORE			2827	04-Sep-1979		Nonrenewed
Wyoming	CHAMPION AUTO STORES			2987 261174 Renewal Reg. No.	29-Jun-1980		Registered; Renewed on 29-Jun-1990; Next Renewal due before 29-Jun-2000
Wyoming	THE AUTO SUPPLY SUPERMARKET			2986 261173 Renewal Reg. No.	09-Jun-1980		Registered; Renewed on 29-Jun-1990; Next Renewal due before 09-Jun-2000
Wyoming	CHAMPION AUTO STORES			2985 261172 Renewal Reg. No.	09-Jun-1980		Registered; Renewed on 29-Jun-1990; Next Renewal due before 09-Jun-2000

Schedule A

State	Applicant Name	App. No.	Filing Date	Reg. No.	Reg. Date	Int. Classes	STATUS AND ACTION
Wyoming	CHAMPION AUTO STORES THE AUTO SUPPLY SUPERMARKET HOME OWNED AUTO PARTS STORES			2984 261171 Renewal Reg. No.	01-Jul-1980		Registered, Renewed on 29-Jun-1990, Next Renewal due before 01-Jul-2000
Idaho	CHAMPION AUTO STORES			7088	13-Dec-1971		Registered, Renewed on 13-Dec-1991, Next Renewal due before 13-Dec-2001
Minnesota	CROWN AUTO (Assumed Name)			98603	16-Nov-1990		Registered Assumed Name; Renewal due before 16-Nov-2000
Minnesota	CROWN AUTO (Assumed Name)			98602	16-Nov-1990		Registered Assumed Name; Renewal due before 16-Nov-2000
Minnesota	CROWN AUTO (Assumed Name)			98601	16-Nov-1990		Registered Assumed Name; Renewal due before 16-Nov-2000
Minnesota	GENMARK (Assumed Name)			No Number Listed	30-Apr-1987		Registered Assumed Name; Renewal should have been filed before 30-Apr- 1997
Wisconsin	CROWN AUTO			No Number Listed	04-Sep-1991		Registered; Renewal due before 04-Sep- 2001

In addition to the pending and registered marks individually set forth above, Buyer also acquires from Seller all other registered, applied for, unregistered or other common law marks which the Seller uses or has used in connection with the operation of its business, provided Buyer shall not acquire the registered trade or service marks "Car Care Seminar" "CASAA" "CASAA Productions" or related trade or service marks which appear in video tapes and materials produced by CASAA Productions provided such related trade or service marks do not include the "Trade Mark Names" listed in this Schedule A.

TRADEMARK

RECORDED: 11/18/1998

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