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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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



Tab settings

1-29-99

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To the Honorable Commissioner of Patent

and original documents or copy thereof.

1. Name of conveying party(ies):

A.P.S., Inc.
15710 John F. Kennedy Blvd., Suite 700
Houston TX 77032-2347 (formerly of 3000 Pawnee
Street, Houston, TX 77042)

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

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

2. Name and address of receiving party(ies)

APS Management Services, Inc.
Name: _____

Internal Address: _____
15710 John F. Kennedy Blvd.,
Street Address: Suite 700

City: Houston State: TX ZIP: 77032-2347

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Delaware
- 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: January 29, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 559,898;
776,950; 864,239; 1,140,510; 1,332,869;
1,541,510; 1,388,039; 1,374,295;
1,122,026; 1,088,954 1,840,109;
1,869,237; 1,014,372; 1,945,971;

Additional numbers attached? Yes No 1,962,687; 2,010,795

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

Name: Marci A. Blazer, Esq.

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: _____

18

7. Total fee (37 CFR 3.41).....\$ 465.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23/2405

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

02/01/1999 DC0ATES 00000068 232405 776950

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01 FC:481 40.00 CH
02 EC:482 425.00 CH

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.

Marci A. Blazer

Name of Person Signing

Marci A. Blazer

Signature

1/28/99

Date

5

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

ADDITIONAL TRADEMARK REGISTRATION NOS.

2,021,267

2,010,023

ASSIGNMENT

WHEREAS, A.P.S., Inc., a corporation of Delaware and having a place of business at 15710 John F. Kennedy Blvd., Suite 700, Houston, Texas 77032-2347 (formerly of 3000 Pawnee Street, Houston, Texas 77042), is the sole and exclusive owner of rights in certain trademarks, as represented by the United States Trademark Registrations listed on the attached Schedule; and

WHEREAS, APS Management Services, Inc, a corporation of Delaware and having a place of business at 15710 John F. Kennedy Blvd., Suite 700, Houston, Texas 77032-2347, is desirous of succeeding to the rights owned by A.P.S., Inc., and of acquiring therefrom all of its right, title and interest in, to and under the said trademark rights, along with the goodwill of the business relating thereto;

NOW, THEREFORE, A.P.S., Inc., on this the 29th day of January, 1995, hereby does, and did sell, transfer and convey all rights, title and interest in, to and under said trademark rights and said trademark registrations and applications, along with the good will of the business relating thereto, together with all claims for damages by reason of past infringement, to APS Management Services, Inc.

A.P.S., Inc.

BY: 

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
Husky	559,898	June 10, 1952 Renewed June 10, 1972 Renewed June 10, 1992
A design American Parts	776,950	Sept. 15, 1964 Renewed Sept. 15, 1984
Valu-Test	864,239	Jan. 28, 1969 Renewed Jan. 28, 1989
Big A	1,140,510	Oct. 14, 1980
Carryall	1,041,720	June 22, 1976
Trail Blazer	1,042,721	June 22, 1976
General Service Line	1,088,954	April 4, 1978
Poweready	1,332,869	April 30, 1985
Straight A Way	1,541,510	May 30, 1989
Big A and Design	1,388,039	April 1, 1986
The First Letter In Auto Parts	1,374,295	Dec. 3, 1985
Autopro	1,122,026	July 10, 1979
Autopro (Professional Parts People and design)	1,069,546	July 12, 1977
APS	1,342,411	June 11, 1985
Installers' Express	1,840,109	June 14, 1994
Autopro	1,869,237	December 27, 1994
A design	1,014,372	June 24, 1975 Renewed June 24, 1995

SCHEDULE B

MARK

APPLICATION NO.

FILING DATE

Installers' Service Warehouse	74/351,877	Jan. 25, 1993
Installers' Service Warehouse and design	74/489,631	Feb. 14, 1994
√ Big A Stylized	74/591,656	Oct. 27, 1994
ISW-Undercar Parts Specialists and design	74/631,895	Feb. 9, 1995
Time Is The New Money	74/591,099	Oct. 27, 1994
/ America's Parts Pros	74/591,655	Oct. 27, 1994
I S W	74/592,119	Oct. 28, 1994
Hero Team	75/004,182	Oct. 11, 1995