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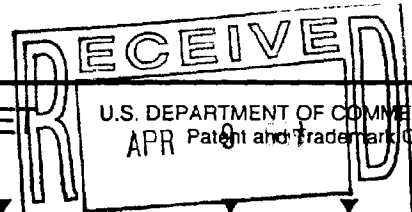
RE

04-16-1999



101012713

SHEET 1



U.S. DEPARTMENT OF COMMERCE
APR Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
Aid Auto Stores, Inc.

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: March 1, 1999

2. Name and address of receiving party(ies)

Name: Aid Auto Stores Acquisition Corp.

Internal Address: _____

Street Address: 239B Main Street

City: Patchogue State: NY ZIP: 11722

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,804,137, 1,895,467, 1,993,288
2,119,635

Additional numbers attached? Yes No

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

Name: Chester Rothstein, Esq.

Internal Address: _____

Amster, Rothstein & Ebenstein

Street Address: 90 Park Avenue

04/16/1999 DNGUYEN 00000098 011785 1804137

01 FC: 481 40.00 CP
02 FC: 482 15.00 CH 60.00 CP
City: New York State: NY ZIP: 10016

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 100.00

- Enclosed , and if necessary,
- Authorized to be charged to deposit account

8. Deposit account number:

01-1785

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

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.

Chester Rothstein
Name of Person Signing

Signature

April 7, 1999
Date

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

Mall documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 1883 FRAME: 0973

TRADEMARK ASSIGNMENT

WHEREAS, Aid Auto Stores, Inc., a corporation organized and existing under the laws of the State of Delaware, having a principal place of business at 275 Grand Boulevard, Westbury, New York 11590 ("Assignor"), is the owner of all right, title and interest to the trademarks, trade names, and service marks AID, SUPER AID STORE, AID AUTO, AID AUTO STORES, and AID AUTO STORES, INC., in all forms, formatives and composites, and all of the goodwill symbolized thereby and associated therewith, and the other intellectual property more fully described on Schedule A attached hereto, including specifically the Federal and State Trademark and Service Mark Registrations (all of which will collectively be referred to herein as the "Trademarks"); and

WHEREAS, Aid Auto Stores Acquisition Corp., a corporation organized and existing under the laws of the State of New York, having a principal place of business at 239B Main Street, Patchogue, New York 11722 ("Assignee"), is desirous of acquiring the Trademarks, including specifically the goodwill symbolized thereby and associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, including specifically the goodwill symbolized thereby and associated therewith and the Federal and State Trademark and Service Mark Registrations listed on Schedule A hereto.

h:rjh\aspa\trademar.002


IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed

in its corporate name by its duly authorized agent under color of authority by Assignor as

of this 1st day of March.

AID AUTO STORES, INC.

by Kahn Consulting, Inc., as Chief Restructuring Officer, under color of authority by Aid Auto Stores, Inc.

By: 
Name: Barry Monheit
Title: President of Kahn Consulting, Inc.

STATE OF NEW YORK

COUNTY OF New York

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Barry Monheit, to me known and known to be that person described in and who executed the foregoing Purchase Agreement of Trademarks Assignment as President of Kahn Consulting, Inc., the corporation named therein, as agent with the title Chief Restructuring Officer, under color of authority by Aid Auto Stores, Inc., the Assignor named therein, and acknowledged before me that he executed the same as such officer, in the name of, for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 1st day of March, 1999.


Notary Public

YOLANDA LOQUERRA
Notary Public, State of New York
No. 017 1977199
Certificate Expires New York County
Commission Expires 12/31/2001

SCHEDULE A

to Trademark Assignment

The "Names" (as defined in the Agreement), trademarks, trade names, and service marks AID, AID AUTO, and AID AUTO STORE, in all forms, formatives and composites and the goodwill symbolized thereby and associated therewith and all registrations and applications associated therewith, including without limitation thereto, the following:

Federal Registration Number 1,804,137 (November 16, 1993): "Aid and Design" - Assignee of Security Interest: Foothill Capital Corporation;

Federal Registration Number 1,895,467 (May 23, 1995): "Aid and Design": a circle containing the term "Aid" in a stylized form with a depiction of an automobile at the base of the circle; the words "AUTO STORES" and encased in a rectangle appear beneath the car - Assignee of Security Interest: Foothill Capital Corporation;

Federal Registration Number 1,993,288 (August 13, 1996): "Super Aid Store and Design": a circle around the stylized word "Aid", to the left of which circle appears the word "Super" and to the right of which circle appears the word "Store", under the circle appearing a profile of an automobile and under the automobile appearing in block letters the word "AUTO" - Assignee of Security Interest: Foothill Capital Corporation;

Federal Registration Number 2,119,635 (December 9, 1997): "Aid Auto Parts Super Store and Design": a circle around the stylized word "Aid", to the left of which circle appears the word "Auto" and to the right of which circle appears the word "Parts", under the circle appearing a profile of an automobile and under the automobile appearing in block letters the words "SUPER STORE";

New Jersey Registration Number TM10857 (June 2, 1993): "Aid": the word "Aid" is in stylized letters and appears in a

circle with a car depicted underneath: the mark is affixed to labels for automotive water pumps;

New York Registration Number R27229 (March 19, 1993): the word "Aid": in stylized letters and appears in a circle with a car depicted underneath: affixed to labels for automotive water pumps;

New Jersey Registration Number TM10858: (June 2, 1993) the word "Aid": in stylized letters and appears in a circle with a car depicted underneath: mark is affixed to labels for automotive lined brake shoes, and alternators and starters;

New York Registration Number R27228 (March 19, 1993): "Aid": the word "Aid" in stylized letters and appears in a design of a circle with a car depicted underneath: affixed labels for automotive lined brake shoes, and alternators and starters;

New Jersey Registration Number TM12051 (July 8, 1993): the word "Aid" in stylized letters and appears in a circle with a car depicted underneath: affixed labels for automotive fan belts;

New York Registration Number R27230 (March 19, 1993): "Aid Auto Stores": the word "Aid" in stylized letters and appears in a circle with a car depicted underneath affixed labels for automotive fan belts;

New Jersey Registration Number 12052 (July 8, 1993): "Aid": the word "Aid" in stylized letters and appears in a circle with a car depicted words "Auto Stores": used on signs and advertising and promotional materials - Assignee of Security Interest: Foothill Capital Corporation;

New York Registration Number S13451 (March 19, 1993): "Aid Auto Stores": the words "Aid Auto Stores" and the word "Aid" is in stylized letters in a circle above the design of a car: displayed on signs and advertising and promotional materials;

SIC Codes/Description: 3465-Automotive Stampings: "Aid" appearing in Brands and their Companies - 18th edition (published 1998);

Goods/Services: Wholesale Auto Parts: "Aid Auto" appearing in Standard Directory of Advertisers/directory of Corporate Affiliations (published 1998);

Domain name (registered by NSI October 17, 1996): "aidauto.com";

Corporate name: "Aid Auto Stores, Inc." and any variant thereof, in each and every jurisdiction, including, without limitation, Delaware;

Fictitious names consisting of any of the Names or any variants thereof;

All right, title and interest in, to and under all "Franchise Agreements" (as defined in the Agreement) and between the and any existing independent franchisees;

All right, in, to and under those agreement(s) (if any) which would be deemed to be Franchise Agreements except that the franchisee is neither an affiliate nor an associate of Buyer (the "Other Franchise Agreement(s)"); and

All telephone and other listings consisting of any of the Names or variants thereof.

Affidavit of Authority to Assign Trademarks

STATE OF NEW YORK)
)SS.:
COUNTY OF New York)

BARRY MONHEIT, being duly sworn, deposes and says:

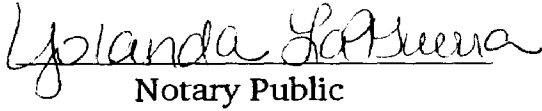
1. I am the President of Kahn Consulting, Inc. ("Kahn Consulting"), and have full authority to act on behalf of Kahn Consulting.
2. Kahn Consulting is the duly authorized agent of Aid Auto Stores, Inc. (the "Company").
3. On December 9, 1998, the Board of Directors of Aid Auto Stores, Inc. (the "Board") conducted a special telephonic meeting of the Board of Directors (the "December 9 Meeting").
4. At the December 9 Meeting, the Board adopted a resolution which, inter alia, provided Kahn Consulting with full authority to sell all assets of the Company.
5. A true and correct copy of the minutes of the December 9 Meeting is attached hereto as Exhibit 1.
6. The trademarks and other intellectual property owned by the Company are assets which were authorized to be sold by Kahn Consulting on behalf of the Company.

7. Specifically, I have actual authority and/or color of authority under the laws of the State of New York to sell the Company's trademarks and other intellectual property to Aid Auto Stores Acquisition Corp in the form attached hereto as Exhibit 2, or in any other form as may be reasonable and acceptable under the law.



Barry Monheit

Sworn to before me this
1st day of March, 1999


Notary Public

Notary Public
State of New York
Commission Expires 12/31/2001

EXHIBIT 1

AID AUTO STORES, INC.
MINUTES OF BOARD OF DIRECTORS MEETING
DECEMBER 9, 1998 @ 8:30 A.M.

A special telephonic meeting of the Board of Directors of Aid Auto Stores, Inc. was conducted on December 9, 1998 at 8:30 a.m. In attendance were: Philip Stephen, Chairman; Greg Stephen; Gene Neuberger; Leonard Genovese and Lewis Cowan. All directors were able to hear and speak to one another. Also present were: Robert Rosenfeld of Kahn Consulting and Burton Weston, Counsel to the Company.

Counsel reviewed for the Board the present status of the company and its sell off of inventory for the benefit of Foothill Capital, its secured lender. Counsel recounted the discussion with the Board at its last Board Meeting on November 9, 1998 wherein the Board was advised that Foothill had agreed to continue funding on a limited basis in order to allow Aid the opportunity to find a buyer for its assets. As a condition thereto, Foothill required that Kahn Consulting assume day to day operating authority over the company and its finances and that Phil Stephen devote his time and effort into locating a buyer and negotiating a sale. Counsel observed that there was little alternative since without Foothill's continued financial support, albeit on a limited basis, the Company could not continue operations.

Counsel advised that after the Board Meeting, the Company entered a Forbearance Agreement with Foothill which incorporated these conditions and also required that the company, in the event a buyer could not be identified, to cooperate with a liquidation of the inventory and other collateral. Counsel reviewed for the Board that between November 9, 1998 and November 23, 1998, the company conducted operations at the stores selling through of existing inventory; thereafter, Aid retained the services of Schottenstein and Company to assist with the conduct of "clearance sales" at the store level. In the interim, the company talked to a number of prospective parties about a sale of the assets or business of the company, but no deal was reached in this regard.

As of December 4, 1998, the economics of the clearance sales were not generating enough to warrant keeping the stores open. Foothill refused to continue funding ongoing store operations, which effectively required that the company shut down the stores on Tuesday, December 5, 1998. Kahn has negotiated an agreement in principle with Par International to purchase the remaining inventory at 32% of cost. Documents are being drawn.

Counsel requested, in order to facilitate the maximization of remaining asset values for the benefit of Foothill and consistent with the executed Forbearance Agreement, that the Board adopt a resolution providing for: (i) ratification of Forbearance Agreement; (ii) authority to, or ratification of action to, close stores and liquidate out inventory and remaining assets, including leases; (iii) authority to take such steps as may be necessary to effectuate such liquidation, including filing bankruptcy, if necessary and in the best interests of the company and its creditors; (iv) authorization of Kahn Consulting to take such actions and execute such documents as may be necessary to do all of the foregoing.

The Board required that any resolution be conditioned upon Kahn continuing to report to the Board as to progress of the wind-down in writing on a weekly basis or sooner if a material issue arises. The Board also required that the Resolution make clear: (i) the Board was not involved in the hiring and retention of Kahn Consulting in the first instance; and (ii) ratification of the Forbearance Agreement rests on the fact that there was no viable alternative given that, absent Foothill's cooperation, the Company could not operate.

The Board upon motion duly made and seconded, unanimously approved a resolution ratifying the closure of the stores, the liquidation of the remaining inventory and authorizing Kahn Consulting to execute such documents on the company's behalf to effectuate such actions. The Board determined to await a written form resolution before ratifying the Forbearance Agreement.

The Audit Committee discussed with the Board members the fact that a subpoena had been received from the United States Postal Inspector and was being addressed by Kahn Consulting and Stillman & Freedman, the Company's counsel (which counsel was reporting directly to the Audit Committee). The Board requested that the Audit Committee, Kahn Consulting and Stillman & Freedman confer to determine what further information regarding the government's investigation can and/or should be discussed with the Board.

The meeting, upon motion duly made and seconded, was adjourned at approximately 9:30 a.m.

EXHIBIT 2

TRADEMARK ASSIGNMENT

WHEREAS, Aid Auto Stores, Inc., a corporation organized and existing under the laws of the State of Delaware, having a principal place of business at 275 Grand Boulevard, Westbury, New York 11590 ("Assignor"), is the owner of all right, title and interest to the trademarks, trade names, and service marks AID, SUPER AID STORE, AID AUTO, AID AUTO STORES, and AID AUTO STORES, INC., in all forms, formatives and composites, and all of the goodwill symbolized thereby and associated therewith, and the other intellectual property more fully described on Schedule A attached hereto, including specifically the Federal and State Trademark and Service Mark Registrations (all of which will collectively be referred to herein as the "Trademarks"); and

WHEREAS, Aid Auto Stores Acquisition Corp., a corporation organized and existing under the laws of the State of New York, having a principal place of business at 239B Main Street, Patchogue, New York 11722 ("Assignee"), is desirous of acquiring the Trademarks, including specifically the goodwill symbolized thereby and associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, including specifically the goodwill symbolized thereby and associated therewith and the Federal and State Trademark and Service Mark Registrations listed on Schedule A hereto.

h:rjh\aspa\trademar.001

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed

in its corporate name by its duly authorized agent under color of authority by Assignor as

of this 1st day of March.

AID AUTO STORES, INC.

by Kahn Consulting, Inc., as Chief Restructuring Officer, under color of authority by Aid Auto Stores, Inc.

By: 

Name: Barry Monheit
Title: President of Kahn Consulting, Inc.

STATE OF NEW YORK

COUNTY OF New York

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Barry Monheit, to me known and known to be that person described in and who executed the foregoing Purchase Agreement of Trademarks Assignment as President of Kahn Consulting, Inc., the corporation named therein, as agent with the title Chief Restructuring Officer, under color of authority by Aid Auto Stores, Inc., the Assignor named therein, and acknowledged before me that he executed the same as such officer, in the name of, for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 1st day of March, 1999.


Notary Public



SCHEDULE A

to Trademark Assignment

The "Names" (as defined in the Agreement), trademarks, trade names, and service marks AID, AID AUTO, and AID AUTO STORE, in all forms, formatives and composites and the goodwill symbolized thereby and associated therewith and all registrations and applications associated therewith, including without limitation thereto, the following:

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Federal Registration Number 2,119,635 (December 9, 1997): "Aid Auto Parts Super Store and Design": a circle around the stylized word "Aid", to the left of which circle appears the word "Auto" and to the right of which circle appears the word "Parts", under the circle appearing a profile of an automobile and under the automobile appearing in block letters the words "SUPER STORE";

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circle with a car depicted underneath: the mark is affixed to labels for automotive water pumps;

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New Jersey Registration Number TM12051 (July 8, 1993): the word "Aid" in stylized letters and appears in a circle with a car depicted underneath: affixed labels for automotive fan belts;

New York Registration Number R27230 (March 19, 1993): "Aid Auto Stores": the word "Aid" in stylized letters and appears in a circle with a car depicted underneath affixed labels for automotive fan belts;

New Jersey Registration Number 12052 (July 8, 1993): "Aid": the word "Aid" in stylized letters and appears in a circle with a car depicted words "Auto Stores": used on signs and advertising and promotional materials - Assignee of Security Interest: Foothill Capital Corporation;

New York Registration Number S13451 (March 19, 1993): "Aid Auto Stores": the words "Aid Auto Stores" and the word "Aid" is in stylized letters in a circle above the design of a car: displayed on signs and advertising and promotional materials;

SIC Codes/Description: 3465-Automotive Stampings: "Aid" appearing in Brands and their Companies - 18th edition (published 1998);

Goods/Services: Wholesale Auto Parts: "Aid Auto" appearing in Standard Directory of Advertisers/directory of Corporate Affiliations (published 1998);

Domain name (registered by NSI October 17, 1996): "aidauto.com";

Corporate name: "Aid Auto Stores, Inc." and any variant thereof, in each and every jurisdiction, including, without limitation, Delaware;

Fictitious names consisting of any of the Names or any variants thereof;

All right, title and interest in, to and under all "Franchise Agreements" (as defined in the Agreement) and between the and any existing independent franchisees;

All right, in, to and under those agreement(s) (if any) which would be deemed to be Franchise Agreements except that the franchisee is neither an affiliate nor an associate of Buyer (the "Other Franchise Agreement(s)"); and

All telephone and other listings consisting of any of the Names or variants thereof.