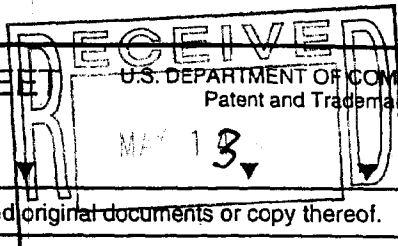


05-25-1999



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I COVER SHEET (ONLY)



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):

A.P.S., Inc.

MKD 5-13-99

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

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

3. Nature of conveyance:

22

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

Effective Date: January 29, 1995

Execution Date: May 10, 1999

2. Name and address of receiving party(ies)

Name: APS Management Services, Inc.

Internal Address:

Street Address: 15710 John F. Kennedy Blvd. Suite 700

City: Houston State: T.X. ZIP: 77032

- 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

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

A. Trademark Application No.(s)

74/591,655

B. Trademark Registration No.(s)

TM

Additional numbers attached? Yes No

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

Name: Marci A. Blazer

Internal Address:

Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: N.Y. ZIP: 10019

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:

23-2405

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

05/25/1999 TSHABAZZ 06000001 232405 74591655

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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.

Marci A. Blazer Name of Person Signing

Signature

5/13/99 Date

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

2

SERVICE MARK ASSIGNMENT

This Assignment is made on this 10 day of May, 1999 between A.P.S., Inc., a corporation organized and existing under the laws of the State of Delaware, and a debtor and debtor-in-possession in a case pending under Chapter 11 of the Bankruptcy Code, having a place of business at 15710 John F. Kennedy Blvd., Suite 700, Houston, Texas 77032 (formerly of 3000 Pawnee Street, Houston, Texas 77042) (hereinafter "Assignor") and APS Management Services, Inc., a corporation organized and existing under the laws of the State of Delaware, and a debtor and debtor-in-possession in a case pending under Chapter 11 of the Bankruptcy Code, having a place of business at 15710 John F. Kennedy Blvd., Suite 700, Houston, Texas 77032 (hereinafter "Assignee").

In consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby confirm, nunc pro tunc from January 29, 1995, that it has assigned, sold and transferred to Assignee all its right, title and interest to the service mark AMERICA'S PARTS PROS, identified by Serial No. 74/591,655, filed October 27, 1994 on the Principal Register of the United States Patent and Trademark Office, including the entire portion of the business to which the mark pertains and all the goodwill associated therewith, together with the right to recover damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, the undersigned has executed this Assignment on the date first above written.

A.P.S., INC.

By: [Signature]  
Name: Rebecca A. Roof  
Title: Chief Financial Officer

ACKNOWLEDGED AND ACCEPTED  
AS OF THE DATE SET FORTH ABOVE

APS Management Services, Inc.

By: [Signature]  
Name: Rebecca A. Roof  
Title: Chief Financial Officer