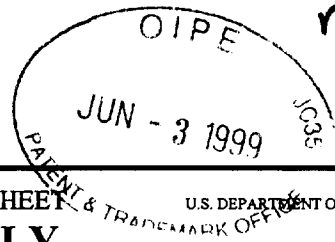


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FORM PTO-1594

1-31-92

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

1. Name of conveying Party(ies):

MID-CITY AUTOMOTIVE WHSE., INC.

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

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

3. Nature of conveyance:

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

Execution Date: MAY 18, 1999

2. Name and Address of receiving Party(ies):

Name: THE PEP BOYS MANNY, MOE & JACK OF CALIFORNIA

Internal Address:

Street Address: 3111 WEST ALLEGHENY AVENUE

City: PHILADELPHIA State PA Zip 19132

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes No, Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,725,416 (registered October 20, 1992)

Additional sheet attached? Yes No

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

Jacobson, Price, Holman & Stern 400 7th Street, N.W. Washington, DC 20004 Tel. 202-638-6666

Attorney Docket No. 3701/T-26681US0

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 No.: 06-1358 (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.

MARSHA G. GENTNER Name of Person Signing

Signature

June 3, 1999

Date

Total number of pages comprising cover sheet:

1

JPH&S 341-8/92

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CONFIRMATORY TRADEMARK ASSIGNMENT

This Confirmatory Assignment is made by Mid-City Automotive Whse., Inc. ("Mid-City"), also known as Mid-City Automotive Warehouse, Inc., an Illinois corporation located at 3450 N. Kostner Avenue, Chicago, Illinois, to The Pep Boys Manny, Moe & Jack of California ("Pep Boys"), a California corporation located at 3111 West Allegheny Avenue, Philadelphia, Pennsylvania.

WHEREAS, on January 8, 1998, Mid-City did assign, convey and transfer to Pep Boys, all right, title and interest of Mid-City in and to the trademark PROLINE, and the U.S. trademark registration therefor, no. 1,725,416, and the goodwill of the business thereof symbolized by the said PROLINE mark, which Assignment was recorded with the U.S. Patent and Trademark Office ("PTO");

WHEREAS, the aforesaid January 8, 1998 Assignment recorded with the PTO (hereafter, the "Recorded Assignment") used Mid-City's full name (Mid-City Automotive Warehouse, Inc.), but U.S. trademark registration no 1,725,416 issued to Mid-City in the abbreviated form of its name (Mid-City Automotive Whse., Inc.), and it is desired that it be confirmed in the records of the PTO that Mid-City Automotive Whse, Inc., in fact, was the assignor in, and did assign all right and interest in and to U.S. trademark registration no. 1,725,416 to Pep Boys by virtue of, the Recorded Assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Mid-City does hereby nunc pro tunc, effective January 8, 1998, sell, assign, set over and transfer to Pep Boys, all right, title and interest in and to the aforesaid PROLINE mark, and the U.S. trademark registration therefor, no. 1,725,416, together with the whole of the goodwill of the business symbolized by said PROLINE trademark, the same to be held and enjoyed by Pep Boys for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Mid-City if this confirmatory Assignment and the Recorded Assignment and sale had not been made; together with all claims for damage by reason of past infringement of the aforesaid trademark, with the right to sue for and collect the same for its own use and behalf, and for the use and on behalf of its successors, assigns or other legal representatives.

IN TESTIMONY WHEREOF, Mid-City has executed the foregoing instrument, this 18 day of May, 1999.

MID-CITY AUTOMOTIVE WHSE., INC.

By: 

Name: MICHAEL WARSHAWSKY

Title: PRESIDENT

County of LAKE)
) ss:
State of ILLINOIS)

On this 18 day of May, 1999, before me appeared an officer of Mid-City Automotive Whse., Inc., who represented and warranted that he is the individual named above and who executed the foregoing instrument, and that he has been duly authorized by Mid-City Automotive Whse., Inc., to sign, seal and deliver the same as the voluntary act and deed of Mid-City Automotive Whse., Inc. for the uses and purposes therein expressed.

Marc R. Hesser

Notary Public

[SEAL]

