

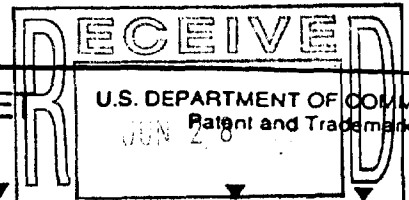
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To the Honorable Commissioner of Patents and Trademarks. Attached original documents or copy thereof.

1. Name of conveying party(ies):

Automotive Performance Wholesalers, Inc.

- Individual(s)
- General Partnership
- Corporation-State Missouri
- 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 29, 1999

2. Name and address of receiving party(ies)

Name: APW Acquisition Corp.

Internal Address: Suite 1600

Street Address: 1201 Market Street

City: Wilmington State: DE ZIP: 19801

- 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)

75/234,412

B. Trademark Registration No.(s)

2,025,180
2,026,615
1,999,091

Additional numbers attached? Yes No

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

Name: Alexis D. Isztwan

Internal Address: Pepper Hamilton LLP

Street Address: 3000 Two Logan Square
18th & Arch Streets

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

16-1322

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

06/30/1999 INVENTEN 00006302 161322 75234412

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 75.00 CH

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.

Alexis D Isztwan

Name of Person Signing

Alexis D Isztwan

Signature

6/28/99

Date

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

INTELLECTUAL PROPERTY ASSIGNMENT

29th THIS ASSIGNMENT (the "Assignment") is made and entered into this day of March, 1999, by AUTOMOTIVE PERFORMANCE WHOLESALERS, INC., a Missouri corporation ("Assignor") in favor of APW ACQUISITION CORP., a Delaware corporation ("Assignee").

WHEREAS, Assignor owns the rights to certain service marks (the "Service Marks") used in connection with its auto parts business; and

WHEREAS, Assignor has acquired the rights under an application to register the Service Marks with the United States Patent and Trademark Office (the "Application"); and

WHEREAS, pursuant to a certain Asset Purchase Agreement by and between Assignor and Assignee, dated even date herewith (the "Agreement"), Assignor agreed to assign to Assignee its entire right, title and interest in and to the Service Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns, transfers and delivers to Assignee the entire right, title and interest in and to the Service Marks listed on Exhibit A attached hereto.

This instrument shall inure to the benefit of Assignee and its successors and assigns and shall be binding upon Assignor and its successors and assigns.

Capitalized terms used herein, but not defined herein, shall have the meanings ascribed to such terms in the Agreement.

This Assignment may be executed by facsimile. For purposes of the legal effectiveness of the transactions contemplated hereby, Assignor and Assignee acknowledge that

facsimile signatures shall be binding and of full legal effect, until such time as original executed documents are received by the other party.

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the date first above-written.

AUTOMOTIVE PERFORMANCE
WHOLESALEERS, INC.

By: _____

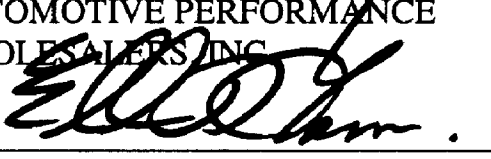

Eldon Larson
President

EXHIBIT A

Service Mark for "TRUCK PROS & Design"

~~Service Mark for "KNS & Design"~~



Service Mark for "AUTOMOTIVE PERFORMANCE WHOLESALERS & Design"

Service Mark for "FAST TIMES AUTOMOTIVE"

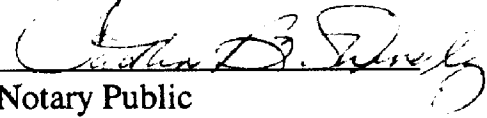
Service Mark for "FAST TIMES AUTOMOTIVE & Design"

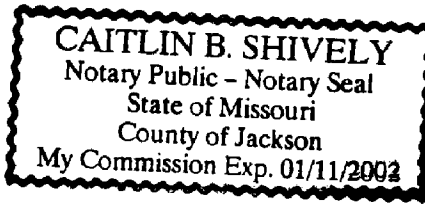
ACKNOWLEDGMENT

STATE OF MISSOURI :
: SS
COUNTY OF JACKSON :

Eldon Larson, being duly sworn, says that he is the President of Automotive Performance Wholesalers, Inc., a Missouri corporation, the corporation which has executed the foregoing instrument, and acknowledges that he did sign said instrument on behalf of said corporation and by authority of its Board of Directors, and that said instrument is his free act and deed as such officer and the free and corporate act of Automotive Performance Wholesalers, Inc.

Sworn to and subscribed
before me this 27th day
of March, 1999.


Notary Public



My Commission expires: 1/11/2002