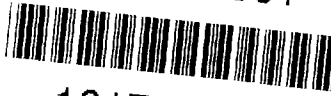


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101796317

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

1028

1. Name of conveying party(ies): Worthington Tractor Parts, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [XX] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [XX] No

2. Name and address of receiving party(ies) Name: U.S. Bank National Association f/k/a First Bank National Association Internal Address: MPFMB111 Street Address: 601 Second Avenue S City: Mpls State: MN Zip: 55402 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [XX] Corporation-State [] 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 [] Merger [] Security Agreement [] Change of Name [XX] Other Termination Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 73-624728 B. Trademark Registration No.(s) 1456957 Additional number(s) attached [] Yes [XX] No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: U.S. Bank National Association Name: f/k/a First Bank National Association Internal Address: MPFMB111 Street Address: 601 Second Avenue S City: Mpls State: MN Zip: 55402

7. Total fee (37 CFR 3.41) \$ 40.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: (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. Gregory A. Rosen Signature Date 7-23-01 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/02/2001 JYALLAH2 00000077 73624728 01 FC:481 40.00 OP

TRADEMARK REEL: 002338 FRAME: 0500

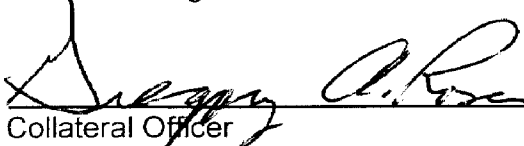
**TERMINATION OF
COLLATERAL ASSIGNMENT OF TRADEMARKS**

Reference is made to that certain Trademark Security Agreement dated as of November 15, 1994 given by Worthington Tractor Parts, Inc. ("Assignor") to U.S. Bank National Association formerly known as First Bank National Association ("Assignee") recorded on February 16, 1995 at Reel/Frame 1290/233 in the U.S. Patent and Trademark Office (the "Assignment")*.

Assignee hereby terminates the Assignment and assigns and quit claims to Assignor, without recourse and without representations or warranties of any kind, any and all interest Assignee may have in and to the trademarks, trademark applications and/or trademark registrations identified on attached Schedule I.

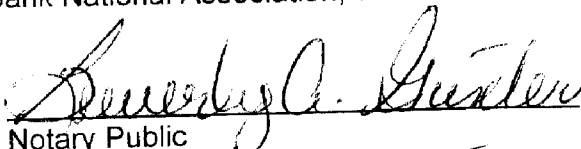
IN WITNESS WHEREOF, the Assignee has executed this instrument.

U.S. BANK NATIONAL ASSOCIATION as agent, f/k/a
First Bank National Association
a national banking association

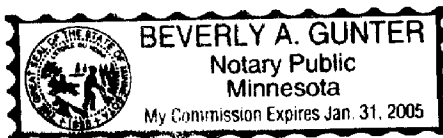
By: 
Its: Collateral Officer

STATE OF MINNESOTA)
)ss
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 23rd day of July, by Gregory A. Rosen, the Collateral Officer of U.S. Bank National Association, a national banking association, on behalf of the association.


Notary Public

Jan 31, 2005
My Commission Expires



Schedule 1
to
Trademark Security Agreement

TRADEMARK REGISTRATIONS

REEL 1290 FRAME 232

TRADEMARK

Worthington Tractor Parts

Trade Names and Trade Styles:

Registered Trademark: Parts Express

Arkansas

1456957

Bettis Tractor Parts

Indiana

Leesburg Tractor Parts

Iowa

Audubon Tractor Parts
Iowa Falls Tractor Parts

Michigan

Central Michigan
Tractor Parts

Minnesota

Worthington Tractor Parts

Mississippi

South Central Tractor Parts
Parts Express Center

Missouri

Mid South Tractor Parts
Parts Express Center

North Carolina

Mid East Tractor Parts

Wisconsin

Evansville Tractor Parts

TRADEMARK

REEL 1290 FRAME 233

RECORDED
DATE IN TRADEMARK OFFICE

FEB 16 95