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

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To the Honorable Commissioner of Patents and Trademarks, please return the original documents or copy thereof.

1. Name of conveying party(ies):

Universal Technical Institute, Inc

- 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:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 1 April 2002

2. Name and address of receiving party(ies)

Name: UTI Holdings, Inc Internal Address: Suite 600

Street Address: 10851 N. Black Canyon Hwy City: Phoenix State: AZ Zip: 85029

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Arizona 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 registration number(s):

A. Trademark Application No.(s) n/a

B. Trademark Registration No.(s) 2,333,820 2,506,017 2,429,878 2,511,945

Additional number(s) attached Yes No

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

Name: Patricia M. Del Rio Internal Address: c/o Clifford Chance Rogers & Wells LLP Street Address: 200 Park Avenue City: New York State: NY Zip: 10166-0153

6. Total number of applications and registrations involved: 4

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

Patricia M. Del Rio Name of Person Signing

Signature

5 April 2002 Date

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

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

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

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made as of this 1st day of April, 2002, by and between Universal Technical Institute, Inc., a Delaware corporation ("Assignor"), and UTI Holdings, Inc., an Arizona corporation ("Assignee").

WHEREAS, Assignor has agreed to transfer and Assignee has agreed to acquire the United States trademark registrations/applications identified and set forth on Schedule A attached hereto and incorporated herewith (collectively, the "Marks"), and the goodwill of the business associated therewith; and

WHEREAS, Assignee wishes to acquire Assignor's entire right, title and interest in and to the Marks, together with the goodwill of the business in connection with which the Marks are used;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby transfer and assign to Assignee all of the right, title and interest Assignor has or may have in the Marks and in any and all other marks or names owned or used by Assignor or in which Assignor otherwise has any ownership interest, including any rights under common law, and which include the listed terms of said Marks alone or in combination with other words, figures, designs or indicia, including any rights, title and interest as service marks, trademarks, trade names and all common law rights connected therewith, together with the goodwill of the business with respect to which the Marks or any such other marks or names have been used and/or registered and all claims and causes of action relating to infringement of said Marks or said other marks or name.

Assignor will assist in obtaining or providing any further documents which may be required to confirm chain or title thereto.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the date

first written above.

UNIVERSAL TECHNICAL INSTITUTE, INC.

By:  _____

Name:

Title:

UTI HOLDINGS, INC.

By:  _____

Name:

Title:

Schedule A

Trademark	Registration Number	Registration/Filing Date
UTI symbol	2,333,820	March 21, 2000
FACT	2,429,878	February 20, 2001
PACT	2,506,017	November 13, 2001
PACT and Design	2,511,945	November 27, 2001