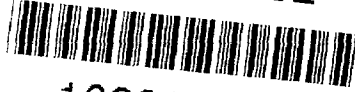


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies):

TruckPro, Inc., a Nevada corporation

5.17.02

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

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

2. Name and address of receiving party(ies)

Name: TruckPro, Inc. Internal Address:

Street Address: 60 Madison Avenue City: Memphis State: TN Zip: 38103

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

Execution Date: 12/19/01

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s) 1,071,956

Additional number(s) attached Yes No

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

Name: Jodie Salasny, Legal Assistant

Internal Address:

Street Address: c/o Palmer & Dodge LLP 111 Huntington Avenue

City: Boston State: MA Zip: 02199

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$ 290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16/0085

DO NOT USE THIS SPACE

9. Signature.

Jodie Salasny Name of Person Signing

Jodie Salasny Signature

5/16/02 Date

Total number of pages including cover sheet, attachments, and document: 6

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

**EXHIBIT A TO RECORDATION FORM COVER SHEET**

**TRADEMARKS ONLY**

4.B. Trademark Registration No.(s) continued:

<u>Registration No.</u>	<u>Mark</u>	<u>Issue Date</u>
Reg. No. 2,216,827	TRUCKPRO PARTS STORE	01/12/99
Reg. No. 2,222,113	TRUCKPRO	02/09/99
Reg. No. 2,265,948	TRUCKPRO PARTS WAREHOUSE	08/03/99
Reg. No. 2,371,324	TRUCKPRO & Design	07/25/00
Reg. No. 2,375,419	T TRUCK PRO & Design	08/08/00
Reg. No. 2,059,105	ARMADA	05/06/97
Reg. No. 2,428,210	ARMADA & Design	02/13/01
Reg. No. 2,423,086	ARMADA & Design	01/23/01
Reg. No. 2,473,093	WE ARE HEAVY DUTY	07/31/01
Reg. No. 2,092,679	TECHAIR	09/02/97

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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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T U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

TruckPro, Inc., a Nevada corporation

2.8.02

- Individual(s)
- General Partnership
- Corporation-State
- 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: 12/19/01

2. Name and address of receiving party(ies)

Name: TruckPro, Inc.

Internal

Address:

Street Address: 60 Madison Avenue

City: Memphis State: TN Zip: 38103

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware corporation
- 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)

B. Trademark Registration No.(s) 1,071,956

Additional number(s) attached  Yes  No

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

Name: Jodie Salasny, Legal Assistant

Internal Address:

Street Address: c/o Palmer & Dodge LLP

111 Huntington Avenue

City: Boston State: MA Zip: 02199

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7. Total fee (37 CFR 3.41) \$ 290.00

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- Authorized to be charged to deposit account

8. Deposit account number:

16/0085

DO NOT USE THIS SPACE

9. Signature.

Jodie Salasny

Name of Person Signing

*Jodie Salasny*  
Signature

1/23/02

Date

Total number of pages including cover sheet, attachments, and document: 7

02/27/2002 LNUELLER 00000078 1071956

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

01 FC:481  
02 FC:482

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250.00 OP

TRADEMARK  
REEL: 002507 FRAME: 0406

**EXHIBIT A TO RECORDATION FORM COVER SHEET**

**TRADEMARKS ONLY**

4.B. Trademark Registration No.(s) continued:

<u>Registration No.</u>	<u>Mark</u>	<u>Issue Date</u>
Reg. No. 2,216,827	TRUCKPRO PARTS STORE	01/12/99
Reg. No. 2,222,113	TRUCKPRO	02/09/99
Reg. No. 2,265,948	TRUCKPRO PARTS WAREHOUSE	08/03/99
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Reg. No. 2,059,105	ARMADA	05/06/97
Reg. No. 2,428,210	ARMADA & Design	02/13/01
Reg. No. 2,423,086	ARMADA & Design	01/23/01
Reg. No. 2,473,093	WE ARE HEAVY DUTY	07/31/01
Reg. No. 2,092,679	TECHAIR	09/02/97

## ASSIGNMENT

This Assignment is made this 19<sup>th</sup> day of December, 2001 by TruckPro, Inc., a Nevada corporation having its principal place of business at 123 South Front Street, Memphis, Tennessee 38103 (hereinafter "Assignor").

WHEREAS, Assignor is the owner of the trademarks and service marks set forth in Appendix A to this Agreement (hereinafter "Assigned Marks"), the goodwill of the business in connection with which the Assigned Marks are used, and the registrations and application for registration of the Assigned Marks listed in Appendix A; and

WHEREAS, TruckPro, Inc., a Delaware corporation having its principal place of business at 60 Madison Avenue, Memphis, Tennessee 38103 (hereinafter "Assignee") is desirous of acquiring all of Assignor's right, title and interest in and to the Assigned Marks, the goodwill symbolized thereby, and the registrations and application for registration thereof.

NOW, THEREFORE, for and in consideration of the promises and covenants set forth below and the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee all of Assignor's right, title and interest in and to the Assigned Marks, the goodwill symbolized thereby, and the registrations and application for registration of the Assigned Marks listed in Appendix A, together with the right to recover for all past acts of infringement, dilution and/or other violations of Assignor's rights in the Assigned Marks including, but not limited to, all causes of action (at law or in equity) and all rights to sue, counterclaim, recover damages and obtain injunctions for past, present and future infringement, dilution or other violations of the Assigned Marks.

The United States Commissioner of Patents and Trademarks is hereby authorized to forward to Assignee all such communications relating to the assigned United States registrations listed in Appendix A which may be warranted by this Assignment.

TRUCKPRO, INC.

Signatory: [Signature] / By [Signature]  
Name: Donald R Rowlinson / Michael B Beard  
Title: Vice President / ~~President~~ President

STATE OF MASSACHUSETTS )

COUNTY OF SUFFOLK )

Subscribed and sworn to before me this 8<sup>th</sup>  
day of DECEMBER, 2001.

[Signature]

Notary Public JODIE SALASNY, Notary Public  
My commission expires April 8, 2005

My Commission Expires:  
APRIL 8, 2005