City: Charlotte State: NC Zip: 28217  City: Charlotte State: NC Zip: 2	9/3/0>09-0	)5-2002			
1. Name of conveying party(ies): Heafner Tire Group, Inc.  Individual(s) General Partnership Corporation-State - Delaware Other Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: General Partnership Corporation-State - Delaware Other Assignment General Partnership Change of Name Other Execution Date: June 5, 2002  4. Application number(s) or registration number(s): A Trademark Application No (s) SEE "SCHEDULE B" (twelve (12) applications Additional number(s) attached? Yes No  5. Name and address of party to whom correspondence concerning document should be mailed: Name: John I. Sullivan, Jr., Esq. Alston & Bird LLP Internal Address: Bank of America Plaza  City: Charlotte State: NC Zip: 28217  Corporation-State Delaware  Corporation-State Delaware  General Partnership Limited Partnership Limited Partnership Limited Partnership Limited Partnership Association General Partnership Limited Partnership Limited Partnership Security Agreement Merger Massociation General Partnership Limited Partnership Lim	(Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)  Tab settings ⇔⇔ ▼ ▼ ▼	U.S. Patent and Trademark Office			
Name: American Tire Distributors, Inc. Internal Address: Individual(s) General Partnership Corporation-State — Delaware Other Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: Assignment Other Execution Date June 5, 2002  4. Application number(s) or registration number(s): A Trademark Application No.(s) SEE "SCHEDULE B" (twelve (12) applications Additional number(s) andress of party to whom correspondence concerning document should be mailed: Name: John L. Sullivan, Jr., Esq. Alston & Bird LLP Internal Address: Bank of America Plaza City. Charlotte States NC Zip: 28217  City Charlotte State NC Zip: 28217  Corporation-State Delaware  Other Internal Address and domicided in the United States, a domestic representative designation and to domicide in the United States, a domestic representative designation sust to a separate document from assignment of the states of the No. (See State SCHEDULE A" (Cespinations must be a separate document from assignment name(s) and document should be mailed:  5. Name and address of party to whom correspondence concerning document should be mailed:  6. Total number of applications and registrations involved:  7. Total fee (37 CFR 3.41)  Authorized to be charged to deposit account account programment and the states of the page of paying by deposit account number:  Suite 4000  City Charlotte State NC Zip: 28280	To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.				
Additional name(s) of conveying party(ies) attached? Yes \ No  3. Nature of conveyance:    Assignment	Heafner Tire Group, Inc.  Individual(s)  General Partnership  Corporation-State - Delaware	Name: American Tire Distributors, Inc. Internal Address: Street Address: 2105 Water Ridge Parkway, Suit City: Charlotte State: NC Zip: 28217  Individual(s) citizenship			
Assignment Merger  Security Agreement Merger  Other	Additional name(s) of conveying party(ies) attached? 🖵 Yes 🏖 No				
Assignment  Security Agreement  Change of Name  Other  Execution Date: June 5, 2002  Application number(s) or registration number(s):  A. Trademark Application No.(s)  SEE "SCHEDULE B" (twelve (12) applications Moditional number(s) attached Material Address: Bank of America Plaza  Alston & Bird LLP Internal Address: Bank of America Plaza  Corporation-State Delaware  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached. The vester No.  (Clesignations must be a separate document from assignment) Additional name(s) & address(s) attached? No.  B. Trademark Registration No.(s)  SEE "SCHEDULE A" (thirty—three (33) registrations)  Additional number(s) attached Material No.  Solve Internal Address of party to whom correspondence concerning document should be mailed:  Name: John L. Sullivan, Jr., Esq.  Alston & Bird LLP Internal Address: Bank of America Plaza  Street Address: 101 S. Tryon Street  Suite 4000  City: Charlotte State: NC Zip: 28280  Corporation-State Delaware  Corporation-State Delaware  If assignee is not domiciled in the United States, a domestic representation: The United States of Designation is attached. The United States of Designation	3. Nature of conveyance:	1			
Security Agreement Other Execution Date: June 5, 2002  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  SEE "SCHEDULE B" (twelve (12) applications Additional number(s) attached Concerning document should be mailed:  Name: John L. Sullivan, Jr., Esq.  Alston & Bird LLP Internal Address: Bank of America Plaza  Street Address: 101 S. Tryon Street Suite 4000  City: Charlotte State: NC Zip: 28280  City: Charlotte State: NC Zip: 28280  City: Charlotte State: NC Zip: 28280  Concerning Other If assignes is not domiciled in the United States, a domestic representative designation is attached. It satisfy to wond condensity of the United States, a domestic representative designation is attached. It satisfy no domestic representative designation is attached. It satisfy no domestic representative designation is attached. It satisfy no domestic representative designation is not domiciled in the United States, a domestic representative designation is not domiciled in the United States, a domestic representative designation is not domiciled in the United States, a domestic representative designation is not domiciled in the United States, a domestic representative designation is not domiciled in the United States, and one domestic representative designation is not domiciled in the United States, and one domestic representative designation is not domiciled in the United States, No (Designations is not domiciled in the United States, No (Designation is not domiciled in the United States, No (Designation is not domiciled in the United States, No (Designation is not domiciled in the United States, No (Designation is not domiciled in the United States, No (Designation is passage as not domicined in the United States, No (Designation is passage as not domicined in the United States, No (Designation in the Unite	Assignment				
A. Trademark Application No.(s)  SEE "SCHEDULE B" (twelve (12) applications Additional number(s) attached Yes No  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: John L. Sullivan, Jr., Esq. Alston & Bird LLP Internal Address: Bank of America Plaza  Street Address: 101 S. Tryon Street  Suite 4000  B. Trademark Registration No.(s)  SEE "SCHEDULE A" (thirty—three (33) registrations)  Additional number(s) attached Yes No  6. Total number of applications and registrations involved:  7. Total fee (37 CFR 3.41)  Enclosed  Authorized to be charged to deposit account Plaza  Street Address: 101 S. Tryon Street  Suite 4000  City: Charlotte State: NC Zip: 28280  (Attach duplicate copy of this page if paying by depositiaccount)	Security Agreement Change of Name Other	Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes XY No (Designations must be a separate document from assignment)			
SEE "SCHEDULE B" (twelve (12) applications Additional number(s) attached 12 Yes No  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: John L. Sullivan, Jr., Esq. Alston & Bird LLP Internal Address: Bank of America Plaza  Street Address: 101 S. Tryon Street Suite 4000  City: Charlotte State: NC Zip: 28280  City: Charlotte State: NC Zip: 28280  SEE "SCHEDULE A" (thirty-three (33) registrations)  6. Total number of applications and registrations involved:  45  7. Total fee (37 CFR 3.41)	4. Application number(s) or registration number(s):				
(twelve (12) applications Additional number(s) attached XXX Yes No  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: John L. Sullivan, Jr., Esq. Alston & Bird LLP Internal Address: Bank of America Plaza  Street Address: 101 S. Tryon Street  Suite 4000  City: Charlotte State: NC Zip: 28280  City: Charlotte State: NC Zip: 28280  (Attach duplicate copy of this page if paying by depositiaccount)  (Attach duplicate copy of this page if paying by depositiaccount)	A. Trademark Application No.(s)	B. Trademark Registration No.(s)			
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: John L. Sullivan, Jr., Esq.  Alston & Bird LLP Internal Address: Bank of America Plaza  Street Address: 101 S. Tryon Street  Suite 4000  City: Charlotte State: NC Zip: 28280  Street Address of party to whom correspondence registrations and registrations involved:  45  7. Total fee (37 CFR 3.41)\$1140.00  Enclosed  Authorized to be charged to deposit account in the companience of applications and registrations involved:  7. Total fee (37 CFR 3.41)\$1140.00  8. Deposit account number:  16-0605  (Attach duplicate copy of this page if paying by depositiaccount)	(twelve (12) applications	(thirty-three (33) registrations)			
Alston & Bird LLP Internal Address: Bank of America Plaza  Total fee (37 CFR 3.41)\$1140.00  Enclosed  Authorized to be charged to deposit account  Street Address: 101 S. Tryon Street  Suite 4000  City: Charlotte State: NC Zip: 28280  (Attach duplicate copy of this page if paying by depositiaccount)	5. Name and address of party to whom correspondence	6. Total number of applications and			
Street Address: 101 S. Tryon Street  Suite 4000  City: Charlotte State: NC Zip: 28280  (Attach duplicate copy of this page if paying by deposit/account)	Alston & Bird LLP				
Suite 4000  City: Charlotte State: NC Zip: 28280 (Attach duplicate copy of this page if paying by depositiac count)		Authorized to be charged to deposit account			
City: Charlotte State: NC Zip: 28280 (Attach duplicate copy of this page if paying by deposit(account)		16-0605			
		(Attach duplicate copy of this page if paying by depositiaccount)			
9. Statement and signature.		THIS SPACE			
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.  John L. Sullivan, Jr.  August 26, 2002	To the best of my knowledge and belief, the foregoing inform copy of the original document.	nation is true and correct and any attached copy is a true			

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May documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

Signature

40.10 OP

Name of Person Signing

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Date

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## "SCHEDULE A"

MARK	Reg. No.	Registered
AMERICAN TIRE DISTRIBUTORSHIPS & Design	1,522,166	January 24, 1989
		•
AUTOEDGE	2,368,950	July 18, 2000
AUTOMINDER & Design	1,327,370	March 26, 1985
CALIFORNIAN	1,141,271	November 11, 1980
CARS ASK FOR US BY NAME.	2,372,443	August 1, 2000
CRUISERWIRE	2,394,307	October 10, 2000
DRAGMASTER	2,550,269	March 19, 2002
DYNATRAC	1,982,061	June 25, 1996
FUN & MUD	989,295	July 30, 1974
HEAFNER	1,426,869	January 27, 1987
HEAFNET	2,173,352	July 14, 1998
HITS	1,389,731	April 15, 1986
ICW	1,835,379	May 10, 1994
ITCO & Design	974,610	December 11, 1973
MAGNUM	1,884,613	March 21, 1995
PACER	2,013,348	November 5, 1996
PACER	1,818,444	January 25, 1994
PACESETTER IV	1,595,228	May 8, 1990
PACESETTER PLUS	2,425,241	January 30, 2001
REGUL	1,407,619	September 2, 1986

CLT01/4550769v1

TRADEMARK REEL: 002575 FRAME: 0808

REGUL & Design	1,184,511	January 5, 1982
REGUL QUESTA	2,084,592	July 29, 1997
SAM WINSTON (Stylized)	1,353,929	August 13, 1985
SPECTOR	2,259,753	July 6, 1999
TRAK 'N' BLAZER	1,331,956	April 23, 1985
VICO	2,419,497	January 9, 2001
WHEEL WIZARD & Design	2,477,614	August 14, 2001
WINNER	1,026,159	December 2, 1975
WINSTON	1,366,473	October 22, 1985
WINSTON	934,470	May 23, 1972
WINSTON (Stylized)	1,047,633	September 7, 1976
WINSTON TIRES & Design	1,382,684	February 11, 1986
XPRESS PERFORMANCE	2,566,097	April 30, 2002

## "SCHEDULE B"

MARK	Application No.	Filed
COMMUNICATIONSEDGE	76/137,837	September 29, 2000
CREDITEDGE	76/137,836	September 29, 2000
FARMEDGE	76/143,714	October 10, 2000
FOUR AND OUT THE DOOR	76/151,216	October 20, 2000
IMAGEEDGE	76/137,851	September 29, 2000
MARKETINGEDGE	76/137,834	September 29, 2000
REGAL	76/194,460	January 16, 2001
REWARDSEDGE	76/137,852	September 29, 2000
SPECTOR TRAILSTAR	75/926,727	February 23, 2000
TIREEDGE	76/137,835	September 29, 2000
TRAININGEDGE	76/137,850	September 29, 2000
TRUCKEDGE	76/143,715	October 10, 2000

CLT01/4550772v1

TRADEMARK REEL: 002575 FRAME: 0810

## SUPPORTING DOCUMENTATION FOR TRADEMARK CHANGE OF NAME DOCUMENTS IS

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999

RECORDED: 09/03/2002

TRADEMARK REEL: 002575 FRAME: 0811