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RE 1



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J.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): Heafner Tire Group, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State - Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: American Tire Distributors, Inc. Internal Address: Street Address: 2105 Water Ridge Parkway, Suite 500 City: Charlotte State: NC Zip: 28217 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

3. Nature of conveyance: Assignment Merger Security Agreement 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

B. Trademark Registration No.(s) SEE "SCHEDULE A" (thirty-three (33) registrations) 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 City: Charlotte State: NC Zip: 28280

6. Total number of applications and registrations involved: 45 7. Total fee (37 CFR 3.41): \$ 1140.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 16-0605 (Attach duplicate copy of this page if paying by deposit account)

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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. John L. Sullivan, Jr. Signature August 26, 2002 Date Name of Person Signing

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

09/04/2002 LMUELLER 00000110 1522166 01 FC:4A1 40.00 DP 02 FC:4A2 1100.00 DP

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

OFFICE OF PUBLICATION RECORDS 2002 SEP -3 AM 9:44 FINANCE SECTION

# "SCHEDULE A"

<b>MARK</b>	<b>Reg. No.</b>	<b>Registered</b>
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

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”**

<b><u>MARK</u></b>	<b><u>Application No.</u></b>	<b><u>Filed</u></b>
COMMUNICATIONSEEDGE	76/137,837	September 29, 2000
CREDITEDGE	76/137,836	September 29, 2000
FARMEEDGE	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

SUPPORTING DOCUMENTATION FOR TRADEMARK  
CHANGE OF NAME DOCUMENTS IS

NO LONGER REQUIRED

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TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999