

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Interstate Battery System of America, Inc.		12/31/1991	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Interstate Battery System International, Inc.
Street Address:	12770 Merit Drive
Internal Address:	Suite 400
City:	Dallas
State/Country:	TEXAS
Postal Code:	75251
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1294077	MEGA-TRON
Registration Number:	0756352	IBS
Registration Number:	830122	INTER-STATE
Registration Number:	841147	INTERSTATE
Registration Number:	1526053	INTERSTATE BATTERY SYSTEM
Registration Number:	1668797	INTERSTATE BATTERY SYSTEM OF AMERICA, INC.
Registration Number:	1281340	INTERSTATE BATTERY SYSTEM OF AMERICA, INC.
Registration Number:	247355	INTERSTATE AUTO PARTS

CORRESPONDENCE DATA

Fax Number: (972)455-6552
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 972-715-6842
 Email: kim.barron@ibsa.com
 Correspondent Name: Walter C. Holmes, III

OP \$215.00 1294077

Address Line 1: 12770 Merit Drive
Address Line 2: Suite 400
Address Line 4: Dallas, TEXAS 75251

NAME OF SUBMITTER:

Walter C. Holmes, III

Total Attachments: 13

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ASSIGNMENT

WHEREAS Interstate Battery System of America, Inc., a Texas Corporation ("IBSA-Texas") adopted and used in its business the following Trade Mark/Service Marks which are registered with the U.S. Patent and Trademark Office:

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
MEGA-TRON	1,294,077	11/11/1984
IBS	756,352	09/10/1983
INTER-STATE	830,122	06/13/1987
INTERSTATE	841,147	12/27/1987
INTERSTATE BATTERY SYSTEM	1,526,053	02/21/1989
INTERSTATE BATTERY SYSTEM OF AMERICA, INC.	1,668,797	12/17/1991
INTERSTATE BATTERY SYSTEM OF AMERICA, INC.	1,281,340	06/12/1984
INTERSTATE AUTO PARTS	247,355	09/25/1928

; and

WHEREAS, Interstate Battery System International, Inc., a Delaware Corporation ("IBSI"), doing business at 12770 Merit Drive, Suite 400, Dallas, Texas 75251, acquired the assets of IBSA-Texas, including the right, title and interest to the tradenames and trademarks of IBSA-TEXAS, by merger dated December 23, 1991, a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, IBSI is desirous of reflecting ownership of record of the said Trade Marks/Service Marks.

NOW, THEREFORE, to all whom it may concern:

Be it known that for and in consideration of the sum of \$1.00, and other good and valuable consideration to it in hand paid, the receipt of which is hereby acknowledged, said IBSI by these presents, effective December 31, 1991, ratifies the assignment and transfer unto the said IBSI the entire right, title and interest in and to the said Trade Marks and registrations thereof, together with the good will of the business connected with the use of and symbolized by each of the Trade Marks of and from IBSA-Texas.

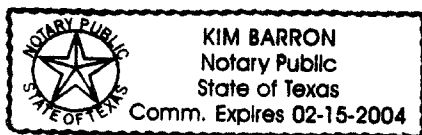
INTERSTATE BATTERY SYSTEM INTERNATIONAL,
INC., Successor by Merger to INTERSTATE BATTERY
SYSTEM OF AMERICA, INC., a Texas corporation

By: Walter C. Holmes III
Walter C. Holmes, III, Assistant Secretary

STATE OF TEXAS *

COUNTY OF DALLAS *

Personally appeared before me the said Walter C. Holmes, III, who executed the foregoing assignment in my presence and testified that he had the authority to execute the same on behalf of Interstate Battery System International, Inc. as successor by merger to Interstate Battery System of America, Inc., a Texas corporation, on this 21 day of October, 2003.



Kim Barron
Notary Public

EXHIBIT "A"

EX-1001172

**CERTIFICATE OF OWNERSHIP AND MERGER
FOR MERGER
OF
TEXAS PARENT CORPORATION
INTO
DELAWARE SUBSIDIARY CORPORATION**

Pursuant to the provisions of Article 5.01 of the Texas Business Corporation Act and Section 253 of the General Corporation Law of Delaware, the undersigned Texas parent corporation hereby certifies as follows:

1. The names of the undersigned Texas parent corporation and its wholly-owned Delaware subsidiary corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Status</u>
Interstate Battery System of America, Inc.	Texas	Parent
Interstate Battery System International, Inc.	Delaware	Wholly-Owned Subsidiary

2. By resolution dated December 23, 1991, a copy of which is attached hereto as Exhibit "A", the Board of Directors of Interstate Battery System of America, Inc., a Texas corporation ("IBSA-Texas"), as prescribed by the Texas Business Corporation Act, authorized and approved the merger of IBSA-Texas with and into Interstate Battery System International, Inc., a Delaware corporation ("IBSI-Delaware"), in accordance with that certain Plan and Agreement of Merger dated as of December 23, 1991 (the "Plan of Merger"). A copy of the Plan of Merger is attached hereto as Exhibit "B".

3. The laws of the States of Texas and Delaware permit such merger and the approval of the Plan of Merger was duly authorized by all action required by the laws of Texas and Delaware and by the constituent documents of IBSA-Texas and IBSI-Delaware.

4. The name of the surviving corporation is Interstate Battery System International, Inc., and such corporation is to be governed by the laws of the State of Delaware. The address of its registered office in Delaware is: % The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

5. Each of the undersigned corporations has the following classes of shares outstanding. As to each the classes of each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger and the total number of shares not voted are as follows :

Name of Corporation	Designation of Class	Number of Shares Outstanding	Total Number of Shares Voted For	Total Number of Shares Voted Against	Total Number of Shares Abstained
IBSA-Texas	Common	615,000	615,000	-0-	-0-
	Class A Preferred	28,864	28,864	-0-	-0-
	Class B Preferred	71,894	71,894	-0-	-0-
	Class C Preferred	100	100	-0-	-0-
IBSI-Delaware	Common	1,000	N/A	N/A	N/A

6. The Plan of Merger was approved by the holders of at least two-thirds of each class of the outstanding stock of IBSA-Texas entitled to vote thereon pursuant to a unanimous written consent of the shareholders of IBSA-Texas dated as of December 23, 1991, duly executed in accordance with the provisions of Section 9.10A of the Texas Business Corporation Act.

7. IBSI-Delaware, as the surviving corporation, hereby (i) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of IBSA-Texas and in any proceeding for the enforcement of the rights of a surviving corporation, (ii) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to the dissenting shareholders of IBSA-Texas the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

EXECUTED as of December 23, 1991.

INTERSTATE BATTERY SYSTEM OF AMERICA, INC., a Texas corporation

By: *R. T. Miller*
R. T. Miller, *President*

ATTEST:

R. T. Miller
R. T. Miller, *Secretary*

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, personally appeared R. T. Miller, President and Secretary of Interstate Battery System of America, Inc., a Texas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me that the statements therein contained are true and correct, and that he executed the same for the purposes and consideration therein expressed, and as the act and deed of said corporation, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 23rd day of December, 1991.

Elizabeth L. Downing
Notary Public in and for the State of Texas

My Commission Expires:
5/6/92

Elizabeth L. Downing
Printed Name of Notary

EXHIBIT A**RESOLUTIONS RE DELAWARE REINCORPORATION**

RESOLVED, that the Board of Directors of the Company has determined that it is desirable to organize a new wholly-owned Delaware subsidiary corporation and to merge the Company into such new Delaware corporation in order to, among other reasons: more correctly reflect the current international business and operations of the Company (and to incorporate such reflection in the name of the surviving corporation); position said business and operations for further expansion into foreign countries and territories; take advantage of the more favorable and flexible corporate laws of Delaware; and gain a higher degree of certitude regarding the application of such laws due to the existence of a vast body of such laws; and

RESOLVED FURTHER, that the form of Plan and Agreement of Merger (the "Plan of Merger") attached as Exhibit "A", which sets forth the terms and conditions of the proposed merger of the Company with and into a new wholly-owned Delaware subsidiary corporation (the "Merger") be and it hereby is approved, and the officers of the Company be and they hereby are authorized to execute and deliver the Plan of Merger with such changes therein and modifications thereto as the officers executing the same shall approve, such approval to be conclusively evidenced by the execution thereof; and

RESOLVED FURTHER, that, in connection with the reincorporation of the Company, the officers of the Company be and they hereby are authorized and empowered to organize a new wholly-owned Delaware subsidiary corporation having the same capital structure as the Company (such new Delaware subsidiary corporation being hereinafter referred to as "IBSI-Delaware") and to cause IBSI-Delaware to execute and deliver the Plan of Merger and, upon obtaining approval of the Plan of Merger by the holders of at least two-thirds of each class of the outstanding shares of the Company's stock entitled to vote thereon, to merge the Company into IBSI-Delaware in accordance with the Plan of Merger, and to take such other and further actions as may be necessary or appropriate to carry into effect all terms and provisions of said Plan of Merger; and

RESOLVED FURTHER, that the Board of Directors of the Company may amend the Plan of Merger at any time prior to the filing of the Plan of Merger with the Secretary of State of Texas and the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption of the Plan of Merger by the shareholders of the Company shall not (1) alter or change the amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of the Company, (2) alter or change any term of the Certificate of Incorporation of IBSI-Delaware, or (3) alter or change any of the terms and conditions of the Plan of Merger if such alteration or change would adversely affect the holders of any class of stock of the Company; and

RESOLVED FURTHER, that the Plan of Merger may be terminated and the Merger abandoned at any time prior to the filing of the Plan of Merger with the Secretary of State of Texas and the Secretary of State of Delaware, by the consent of the Board of Directors of the Company; and

RESOLVED FURTHER, that in order to effect the Merger, the officers of the Company be and they hereby are authorized and empowered to make and execute or cause to be made and executed Articles of Merger and a Certificate of Ownership and Merger and to cause same to be filed with the Secretary of State of Texas and the Secretary of State of Delaware, respectively, in the manner provided by law, and to take any and all other actions that they deem necessary or desirable to effect the Merger; and

RESOLVED FURTHER, that, upon effecting the Merger, each holder of a certificate or certificates representing any share of Common stock of the Company shall, upon surrendering such certificate or certificates to the Company's principal offices, be entitled to receive in exchange a certificate or certificates representing the same number of shares of Common stock of IBSI-Delaware.

RESOLVED FURTHER, that, upon effecting the Merger, each holder of a certificate or certificates representing any share of Class A Preferred stock of the Company shall, upon surrendering such certificate or certificates to the Company's principal offices, be entitled to receive in exchange a certificate or certificates representing the same number of shares of Class A Preferred stock of IBSI-Delaware.

RESOLVED FURTHER, that, upon effecting the Merger, each holder of a certificate or certificates representing any share of Class B Preferred stock of the Company shall, upon surrendering such certificate or certificates to the Company's principal offices, be entitled to receive in exchange a certificate or certificates representing the same number of shares of Class B Preferred stock of IBSI-Delaware.

RESOLVED FURTHER, that, upon effecting the Merger, each holder of a certificate or certificates representing any share of Class C Preferred stock of the Company shall, upon surrendering such certificate or certificates to the Company's principal offices, be entitled to receive in exchange a certificate or certificates representing the same number of shares of Class C Preferred stock of IBSI-Delaware.

EXHIBIT B**PLAN AND AGREEMENT OF MERGER**

THIS PLAN AND AGREEMENT OF MERGER (hereinafter referred to as this "Agreement") dated as of December 23, 1991, is made and entered into by and between Interstate Battery System of America, Inc., a Texas corporation ("IBSA-Texas") and Interstate Battery System International, Inc., a Delaware corporation ("IBSI-Delaware").

W I T N E S S E T H :

WHEREAS, IBSA-Texas is a corporation organized and existing under the laws of the State of Texas; and

WHEREAS, IBSI-Delaware is a wholly-owned subsidiary corporation of IBSA-Texas organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors of IBSA-Texas has determined that it is desirable to merge IBSA-Texas into IBSI-Delaware (such merger being hereinafter referred to as the "Merger") in order to, among other reasons: more correctly reflect the current international business and operations of IBSA-Texas (and to incorporate such reflection in the name of the Surviving Corporation); position said business and operations for further expansion into foreign countries and territories; take advantage of the more favorable and flexible corporate laws of Delaware; and gain a higher degree of certitude regarding the application of such laws due to the existence of a vast body of Delaware judicial authority interpreting such laws;

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that IBSA-Texas shall be merged into IBSI-Delaware upon the terms and conditions hereinafter set forth.

ARTICLE I**MERGER**

On the effective date of the Merger (hereinafter referred to as the "Effective Date") as provided herein, IBSA-Texas shall be merged into IBSI-Delaware, the separate existence of IBSA-Texas shall cease and IBSI-Delaware (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of Interstate Battery System International, Inc. by virtue of, and shall be governed by, the laws of the State of Delaware. The address of the registered office of the Surviving Corporation in the State of Delaware will be The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle.

ARTICLE II

**CERTIFICATE OF INCORPORATION
OF SURVIVING CORPORATION**

The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of IBSI-Delaware as in effect on the date hereof without change unless and until amended in accordance with applicable law.

ARTICLE III

BYLAWS OF THE SURVIVING CORPORATION

The Bylaws of the Surviving Corporation shall be the Bylaws of IBSI-Delaware as in effect on the date hereof without change unless and until amended or repealed in accordance with applicable law.

ARTICLE IV

**EFFECT OF MERGER ON STOCK
OF CONSTITUENT CORPORATIONS**

4.01 On the Effective Date, (i) each outstanding share of IBSA-Texas Common Stock, par value \$1.00 per share ("IBSA-Texas Common Stock") shall be converted into one share of IBSI-Delaware Common Stock, par value \$1.00 per share ("IBSI-Delaware Common Stock"), except for those shares with respect to which the holders thereof duly exercise their dissenters' rights under Texas law, (ii) each outstanding share of IBSA-Texas Class A Preferred Stock, par value \$1.00 per share ("IBSA-Texas Class A Preferred Stock") shall be converted into one share of IBSI-Delaware Class A Preferred Stock, par value \$1.00 per share ("IBSI-Delaware Class A Preferred Stock"), except for those shares with respect to which the holders thereof duly exercise their dissenters' rights under Texas law, (iii) each outstanding share of IBSA-Texas Class B Preferred Stock, par value \$1.00 per share ("IBSA-Texas Class B Preferred Stock") shall be converted into one share of IBSI-Delaware Class B Preferred Stock, par value \$1.00 per share ("IBSI-Delaware Class B Preferred Stock"), except for those shares with respect to which the holders thereof duly exercise their dissenters' rights under Texas law, (iv) each outstanding share of IBSA-Texas Class C Preferred Stock, par value \$1.00 per share ("IBSA-Texas Class C Preferred Stock") shall be converted into one share of IBSI-Delaware Class C Preferred Stock, par value \$1.00 per share ("IBSI-Delaware Class C Preferred Stock"), except for those shares with respect to which the holders thereof duly exercise their dissenters' rights under Texas law, (v) each issued share of IBSA-Texas Common Stock, IBSA-Texas Class A Preferred Stock, IBSA-Texas Class B Preferred Stock and IBSA-Texas Class C Preferred Stock held in treasury by

IBSA-Texas shall be returned and canceled and no shares of IBSI-Delaware stock shall be issued in respect thereof, and (vi) each outstanding share of IBSI-Delaware Common Stock held by IBSA-Texas shall be retired and canceled and shall resume the status of an authorized and unissued share.

4.02 On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of IBSA-Texas Common Stock, IBSA-Texas Class A Preferred Stock, IBSA-Texas Class B Preferred Stock and IBSA-Texas Class C Preferred Stock, shall be deemed for all purposes to evidence ownership of and to represent shares of IBSI-Delaware Common Stock, IBSI-Delaware Class A Preferred Stock, IBSI-Delaware Class B Preferred Stock and IBSI-Delaware Class C Preferred Stock, respectively, into which the shares represented by such certificates have been converted as herein provided and shall be so registered on the books and records of IBSI-Delaware. The registered owners of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to IBSI-Delaware, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions, as applicable, upon the shares of IBSI-Delaware Common Stock, IBSI-Delaware Class A Preferred Stock, IBSI-Delaware Class B Preferred Stock or IBSI-Delaware Class C Preferred Stock, as the case may be, evidenced by such outstanding certificate as above provided.

ARTICLE V

**CORPORATE EXISTENCE, POWERS AND LIABILITIES
OF SURVIVING CORPORATION**

5.01 On the Effective Date, the separate existence of IBSA-Texas shall cease. IBSA-Texas shall be merged with and into IBSI-Delaware, the Surviving Corporation, in accordance with the provisions of this Agreement. Thereafter, IBSI-Delaware shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the parties to this Agreement; and all and singular, the rights, privileges, powers and franchises of IBSA-Texas and IBSI-Delaware, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in IBSI-Delaware; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of IBSI-Delaware, the Surviving Corporation, as they were of the respective constituent entities, and the title to any real estate, whether by deed or otherwise, vested in IBSA-Texas and IBSI-Delaware, or either of them, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of the parties hereto, shall be preserved, unimpaired, and all debts, liabilities and duties of the respective constituent entities, shall thenceforth attach to IBSI-Delaware, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

5.02 IBSA-Texas agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds, assignments and other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest, of IBSA-Texas and otherwise to carry out the intent and purposes of the Agreement.

ARTICLE VI

OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

6.01 Upon the Effective Date, the officers and directors of the Surviving Corporation shall be the officers and directors of IBSI-Delaware in office at such date, and such persons shall hold office in accordance with the Bylaws of the Surviving Corporation or until their respective successors shall have been appointed or elected.

6.02 If, upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by its Bylaws.

ARTICLE VII

APPROVAL BY SHAREHOLDERS; EFFECTIVE DATE; AMENDMENT

7.01 This Agreement and the Merger contemplated hereby are subject to approval by the requisite vote of shareholders in accordance with applicable Texas law. As promptly as practicable after approval of this Agreement by shareholders in accordance with applicable law, duly authorized officers of the respective parties shall make and execute Articles of Merger and a Certificate of Ownership and Merger and shall cause such documents to be filed with the Secretary of State of Texas and the Secretary of State of Delaware, respectively, in accordance with the laws of the States of Texas and Delaware.

7.02 The Effective Date of the Merger shall be December 31, 1991.

7.03 The Board of Directors of IBSA-Texas and IBSI-Delaware may amend this Agreement at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of the Merger by the shareholders of IBSA-Texas shall not (1) alter or change the amount or kind of shares to be received by exchange for or on conversion of all or any of the shares of IBSA-Texas Common Stock, IBSA-Texas Class A Preferred Stock, IBSA-Texas Class B Preferred Stock or IBSA-Texas Class C Preferred

Stock, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of IBSA-Texas Common Stock, IBSA-Texas Class A Preferred Stock, IBSA-Texas Class B Preferred Stock or IBSA-Texas Class C Preferred Stock.

ARTICLE VIII

TERMINATION OF MERGER

This Agreement may be terminated and the Merger abandoned at any time prior to the filing of this Agreement with the Secretary of State of Texas and the Secretary of State of Delaware, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of IBSA-Texas and IBSI-Delaware.

ARTICLE IX

MISCELLANEOUS

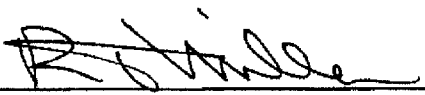
In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers, all as of the day and year first above written.

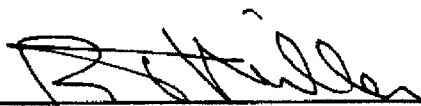
INTERSTATE BATTERY SYSTEM OF AMERICA, INC., a Texas corporation

By: 
R. T. Miller, *President*

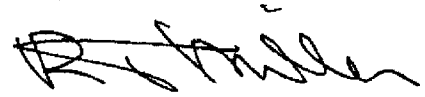
ATTEST:


R. T. Miller, *Secretary*

INTERSTATE BATTERY SYSTEM INTERNATIONAL, INC., a Delaware corporation

By: 
R. T. Miller, *President*

ATTEST:


R. T. Miller, *Secretary*