

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
Tab settings					
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Cooperative Computing, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Used-Car-Parts.Com, Inc.</u> Internal _____ Address: _____ Street Address: <u>1980 Highland Avenue</u> City: <u>Ft. Wright</u> State: <u>KY</u> Zip: <u>41017</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Kentucky</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>October 1, 2003</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/508,602</u> _____ _____ Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			B. Trademark Registration No.(s) <u>2,674,688,</u> <u>1,682,685 and 2,570,701</u> _____ _____		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Kathryn E. Smith, Esq.</u> Internal Address: <u>Wood, Herron & Evans, L.L.P.</u> <u>2700 Carew Tower</u> _____ Street Address: <u>441 Vine Street</u> _____ City: <u>Cincinnati</u> State: <u>OH</u> Zip: <u>45202-2917</u>			6. Total number of applications and registrations involved: <u>4</u> 7. Total fee (37 CFR 3.41).....\$ <u>115.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>23-3000</u>		
DO NOT USE THIS SPACE					
9. Signature. <u>Kathryn E. Smith</u> <u>Kathryn E. Smith</u> <u>March 9, 2004</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <u>3</u>					

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

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TRADEMARK
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TRADEMARK AND COPYRIGHT ASSIGNMENT AGREEMENT

This Trademark and Copyright Assignment Agreement (the "Agreement") is executed as of this 1st day of October, 2003 by **COOPERATIVE COMPUTING, INC.**, a Delaware corporation with its principal office at 804 Las Cimas Parkway, Austin, Texas 78746 ("CCI").

WHEREAS, CCI is the owner of the trademarks and copyrighted materials set forth on Exhibit A attached hereto (the "**Marks and Works**");

WHEREAS, pursuant to a Second Amended and Restated Asset Purchase Agreement dated as of September 22, 2003, as amended (the "**Purchase Agreement**") by and between CCI and Used-Car-Parts.Com, Inc., a Kentucky corporation with its principal office at 1980 Highland Pike, Ft. Wright, Kentucky 41017 ("**Car-Part**"), CCI has sold, assigned and transferred to Car-Part substantially all of the assets used in the Business (as defined in the Purchase Agreement), including, without limitation, CCI's entire right, title and interest in and to the Marks and Works, associated goodwill and any and all registrations and/or applications for registrations thereof; and

WHEREAS, the parties wish to reflect the transfer of the Marks and Works in a document suitable for recording with the U.S. Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, CCI hereby certifies that it has sold, transferred and assigned, and by this instrument does hereby sell, transfer and assign to Car-Part, its successors and assigns, all of its right, title and interest throughout the world in and to the Marks and Works, together with the goodwill of the business associated with the Marks and Works, any and all registrations and/or applications for registration thereof, including the right to recover for past infringement(s) thereof. The rights and obligations of each party with respect to a breach or failure to perform hereunder shall be governed by Article IX of the Purchase Agreement.

COOPERATIVE COMPUTING, INC.

By: Richard W. Row
Name: Richard W. Row
Title: General Counsel & Secretary

STATE OF TEXAS)
)SS:
COUNTY OF TRAVIS)

On this 1st day of October, 2003, before me appeared Richard Row, General Counsel of Cooperative Computing, Inc., the person who signed this instrument and who acknowledged that he signed it as a free act on behalf of the Cooperative Computing, Inc.

[Signature]
Notary Public

EXHIBIT A**Trademarks and Copyrighted Works****Trademarks**

- Checkmate logo – Registered trademark
- Orion logo – Trademark
- Compass logo – Trademark
- Checkmate & Design – Registered Trademark
- Partquest – Registered Trademark

Copyrights

- Checkmate software
- Orion software
- Compass software
- AutoInfo Interchange software
- Checkmate documentation (user guide, release manuals, specifications, etc...)
- Orion documentation (user guide, release manuals, specifications, etc...)
- Compass documentation (user guide, release manuals, specifications, etc...)
- AutoInfo Interchange documentation (user guide, release manuals, specifications, etc...)
- Copyrights in the other software and other copyrighted materials included within the Acquired Assets (as defined in the Purchase Agreement) and any and all documentation relating to such software (user guide, release manuals, specifications, etc...)