

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Motorcar Parts of America, Inc.		10/28/2009	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Union Bank, N.A. (as Administrative Agent)
Street Address:	445 South Figueroa Street, 10th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2935178	MPA
Registration Number:	3437558	QB QUALITY-BUILT
Registration Number:	2939922	SCP SUNCOAST AUTOMOTIVE PRODUCTS, INC
Registration Number:	3415473	TALON
Registration Number:	3016057	XTREME
Registration Number:	2934658	QUALITY BUILT TO LAST
Registration Number:	2717341	QUALITY BUILT TO LAST
Registration Number:	1368671	MPA

CORRESPONDENCE DATA

Fax Number: (949)720-0182
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-224-6282
 Email: trademark@buchalter.com
 Correspondent Name: Sandra P. Thompson
 Address Line 1: 18400 Von Karman Ave., Ste. 800

CH \$215.00 2935178

900147031

**TRADEMARK
 REEL: 004091 FRAME: 0721**

Address Line 4: Irvine, CALIFORNIA 92612-0514

ATTORNEY DOCKET NUMBER: U2310-0266

NAME OF SUBMITTER: Sandra P. Thompson

Signature: /Sandra P. Thompson/

Date: 11/05/2009

Total Attachments: 5

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Motorcar Parts of America, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: New York
 Other _____

Citizenship (see guidelines) US

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 28, 2009

- Assignment Merger
 Security Agreement Change of Name
 Other Memo & Notice of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Union Bank, N.A. (as Administrative Agent)

Internal

Address: _____

Street Address: 445 South Figueroa Street, 10th Floor

City: Los Angeles

State: California

Country: US Zip: 90071

- Association Citizenship United States
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,935,178; 3,437,558; 2,939,922; 3,415,473; 3,016,057; 2,934,658;
2,717,341; 1,368,671

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Sandra P. Thompson

Internal Address: _____

Street Address: Buchalter Nemer

18400 Von Karman Avenue, Suite 800

City: Irvine

State: CA Zip: 92612-0514

Phone Number: 949-224-6282

Fax Number: 949-720-0182

Email Address: trademark@buchalter.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 215.00

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 500977

Authorized User Name Buchalter Nemer

9. Signature:

/Sandra P. Thompson/

Signature

November 5, 2009

Date

Sandra P. Thompson

Name of Person Signing

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

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK
REEL: 004091 FRAME: 0723**

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

October 28, 2009

MOTORCAR PARTS OF AMERICA, INC., a New York corporation, whose address is 2929 California Street, Torrance, California 90503 ("Debtor") hereby acknowledges that it has granted to UNION BANK, N.A., as Administrative Agent, whose address is 445 South Figueroa Street, 10th Floor, Los Angeles, California 90071, for the benefit of certain lenders and their affiliates (in such capacity, "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; and (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents") and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Intellectual Property Security Agreement dated as of October 28, 2009 (the "Agreement"), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

MOTORCAR PARTS OF AMERICA, INC.,
a New York corporation

By:  _____

Name: Selwyn Jaffe

Title: Chief Executive Officer

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Memorandum and Notice of Security Interest
In Intellectual Property

TRADEMARK
REEL: 004091 FRAME: 0725

**EXHIBIT A
TRADEMARKS**



OWNER	TRADEMARK	SERIAL NO./REG. NO.	FILE DATE/ REG. DATE
Motorcar Parts of America, Inc.	MPA	2,935,178	March 22, 2005
Motorcar Parts of America, Inc.		3,437,558	May 27, 2008
Motorcar Parts of America, Inc.	SCP SUNCOAST AUTOMOTIVE PRODUCTS, INC	2,939,922	April 12, 2005
Motorcar Parts of America, Inc.	TALON	3,415,473	April 22, 2008
Motorcar Parts of America, Inc.	XTREME	3,016,057	November 15, 2005
Motorcar Parts of America, Inc.	QUALITY BUILT TO LAST	2,934,658	March 22, 2005
Motorcar Parts of America, Inc.	QUALITY BUILT TO LAST	2,717,341	May 20, 2003
Motorcar Parts of America, Inc.		1,368,671	November 5, 1985

EXHIBIT B
PATENTS

Owner	Patent Description	Applicat. No./ Publicat. No.	File Date/ Date
Motorcar Parts of America, Inc.	Illuminated alternator and method of operation	2006340966	01/27/2006