

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Warren Distribution, Inc.		08/27/2010	CORPORATION: NEBRASKA
RECEIVING PARTY DATA			
Name:	Prime Automotive Warehouse, Inc.		
Street Address:	8631-A Polk Lane		
City:	Olive Branch		
State/Country:	MISSISSIPPI		
Postal Code:	38654		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3546606	GOLD GUARD	
Registration Number:	1963770	TVI	
CORRESPONDENCE DATA			
Fax Number:	(800)329-9312		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	662-890-6145		
Email:	rbaldock@primeautomotive.com		
Correspondent Name:	Randy Baldock		
Address Line 1:	8631-A Polk Lane		
Address Line 4:	Olive Branch, MISSISSIPPI 38654		
ATTORNEY DOCKET NUMBER:	CLIENT #11847-1		
NAME OF SUBMITTER:	Paula P. Daniel		
Signature:	/Paula P. Daniel/		
Date:	10/04/2010		

OP \$65.00 3546606

Total Attachments: 3

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ASSIGNMENT OF REGISTERED TRADEMARKS

This Assignment of Registered Trademarks entered this 27th day of August, 2010, by and between **WARREN DISTRIBUTION, INC.** ("Assignor"), and **PRIME AUTOMOTIVE WAREHOUSE, INC.**, a Delaware corporation, having a place of business at 8631-A Polk Lane, Olive Branch, Mississippi 38654 ("Assignee").

WHEREAS, Assignor and Assignee are parties to a certain Asset Purchase Agreement dated as of July 19, 2010 (the "Purchase Agreement"), pursuant to which Assignee has agreed to purchase certain assets of Assignor, and Assignor has agreed to cause the same to be transferred, assigned and contributed to Assignee.

WHEREAS, Assignor owns all right, title and interest in and to and is the sole and exclusive owner of the registered trademarks listed on Schedule A attached hereto and made a part hereof (the "Registered Marks"); and

WHEREAS, pursuant to the Purchase Agreement, Assignor desires to assign and transfer to Assignee all of Assignor's right, title and interest in and to the Registered Marks, and Assignee is desirous of acquiring the same.

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, as beneficial owner, does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Registered Marks, together with the goodwill of the business symbolized by the Registered Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of the Registered Marks. Assignor does further consent to the recordation of this assignment by Assignee with the Commissioner of Patents and Trademarks. The parties acknowledge and agree that their respective rights and remedies arising out of or relating to this Assignment of Registered Trademarks are set forth exclusively in the Purchase Agreement.

[Signature page follows.]

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date first written above.

ASSIGNOR:

WARREN DISTRIBUTION, INC.

By Charles P. Downey

Name: Charles P. Downey

Title: President/CEO

THE STATE OF Nebraska §

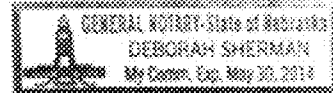
COUNTY OF Douglas §

On this 26 day of August, 2010, before me appeared Charles P. Downey, person who signed this instrument on behalf of Warren Distribution, Inc. who acknowledged that he/she signed it on behalf of the identified corporation as president/CEO of the identified corporation and pursuant to authority duly received.

Deborah Sherman
NOTARY PUBLIC

My Commission Expires:

May 30, 2014



SCHEDULE A

Mark	Registration No.	Goods	Owner
GOLD GUARD	3,546,606	Air filters for vehicle motors and engines; oil filters for motors and engines.	Warren Distribution, Inc.
TVI	1,963,770	Automotive parts, namely wiper blades; ignition spark plug wires; distributors, caps and rotor; filters; water pumps; alternators; starters; brake pads, rotors and shoes; wheel cylinders; light bulbs, voltage regulators; modules; suspension stabilizer links, ball joints, tie rods, center links and pitman arms, PCV valves; switches; radiators; oil seals; antifreeze; motor oil; transmission and brake fluid; hose clamps; mufflers; shock absorbers; and thermostats.	Warren Distribution, Inc.