

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|---|----------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| PartsChannel, Inc. | | 08/14/2012 | CORPORATION: TEXAS |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A. | | |
| Street Address: | 55 South Lake Avenue, Suite 900 | | |
| City: | Pasadena | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 91101 | | |
| Entity Type: | a National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2376123 | PARTSCHANNEL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9497200182 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | (949) 224-6291 | | |
| Email: | trademark@buchalter.com | | |
| Correspondent Name: | Farah P. Bhatti, Esq. | | |
| Address Line 1: | 18400 Von Karman Avenue, Suite 800 | | |
| Address Line 4: | Irvine, CALIFORNIA 92612 | | |
| ATTORNEY DOCKET NUMBER: | B0660-0100 | | |
| NAME OF SUBMITTER: | Farah P. Bhatti, Esq. | | |
| Signature: | /Farah P. Bhatti/ | | |

Date:

08/20/2012

Total Attachments: 3

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

August 14, 2012

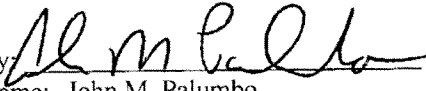
PARTSCHANNEL, INC., a Texas corporation, whose address is 8905 Rex Road, Pico Rivera, CA 90660 (“Grantor”) hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, whose address is 55 South Lake Avenue, Suite 900, Pasadena, California 91101 (the “Grantee”), a security interest in and to all of the Debtor’s right, title and interest in and to the trademark registrations and trademark applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Marks”), together with the goodwill and assets of the business, to which such Marks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of August 14, 2012 (the “Agreement”), by and among Grantor and Grantee, 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.

PARTSCHANNEL, INC.
a Texas corporation

By: 
Name: John M. Palumbo
Title: Chief Executive Officer

MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

TRADEMARK
REEL: 004846 FRAME: 0178

EXHIBIT A

Trademark Registrations/Applications

| Grantor | Mark | Application/ Registration No. | App/Reg Date |
|-----------------------|--------------|--|---------------------|
| Partschannel, Inc. | PARTSCHANNEL | 2376123 | August 8, 2000 |

Exhibit A

11826118v1

RECORDED: 08/20/2012

**TRADEMARK
REEL: 004846 FRAME: 0179**