

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GLOBAL PARTS DISTRIBUTORS, LLC		01/09/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	NORTHSTAR MEZZANINE PARTNERS V L.P., as Administrative Agent
Street Address:	45 SOUTH 7TH STREET
Internal Address:	2310 PLAZA VII
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3816396	
Registration Number:	3830199	GPD
Registration Number:	3895935	GLOBAL PARTS DISTRIBUTORS, LLC

CORRESPONDENCE DATA

Fax Number: 6129778650
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 612-977-8483
 Email: sbourdaux@briggs.com
 Correspondent Name: Sarina Bourdaux, Paralegal
 Address Line 1: 80 South Eighth Street
 Address Line 2: 2200 IDS Center
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	33324.82
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CH \$90.00 3816396

NAME OF SUBMITTER:	Lyndsay Capeder, Esq.
Signature:	/LYNDSAY CAPEDER, ESQ./
Date:	12/11/2012
Total Attachments: 4 source=Trademark Notice (GPD)#page1.tif source=Trademark Notice (GPD)#page2.tif source=Trademark Notice (GPD)#page3.tif source=Trademark Notice (GPD)#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to that certain Note Purchase and Security Agreement dated as of January 9, 2012, as amended, among the undersigned (the "Grantor"), the other Borrowers, the Purchasers (all capitalized terms not otherwise defined in this Rider shall have the same meanings ascribed to such terms in the Note Purchase Agreement, as defined herein.) and Northstar Mezzanine Partners V L.P., as a Purchaser and in its capacity as Administrative Agent (as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time, the "Note Purchase Agreement"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Obligations (as defined in the Note Purchase Agreement):

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</u> attached hereto	

Notice of Grant of Security Interest in Trademarks
Global Parts Distributors, LLC

The Grantor and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Note Purchase Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GLOBAL PARTS DISTRIBUTORS, LLC,
as Grantor

By: 


Name: Mike D. Brookshire

Title: Secretary

Acknowledged and Accepted:

NORTHSTAR MEZZANINE PARTNERS V L.P., as Administrative Agent

By: Northstar Capital, LLC
Its: General Partner

By: 
Name: Douglas E. Mark
Title: Managing Partner

Schedule 1

Global Parts Distributors, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
GPD LOGO (Design only)	3816396	07/13/10
GPD	3830199	08/10/10
GLOBAL PARTS DISTRIBUTORS, LLC	3895935	12/28/10