

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Substitution of Administrative Agent

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as the Initial Administrative Agent		05/03/2013	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as the Successor Administrative Agent
Street Address:	7711 Plantation Road
City:	Roanoke
State/Country:	VIRGINIA
Postal Code:	24019-3224
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Registration Number:	2909585	PICK-A-PART
Registration Number:	2809290	GREENLEAF
Registration Number:	2815685	GREENLEAF
Registration Number:	2803516	GREENLEAF
Registration Number:	2778619	GREENLEAF
Registration Number:	2754334	GREENLEAF
Registration Number:	2744859	GREENLEAF
Registration Number:	2738892	GREENLEAF
Registration Number:	2698747	GREENLEAF
Registration Number:	3606779	GREENLEAF SELECT
Registration Number:	2678738	QUALITY RECYCLED AUTO PARTS DELIVERED, A
Serial Number:	85226966	PROEFX
Serial Number:	85261612	PROEFX CUSTOM ACCESSORIES
Registration Number:	3725414	ANY PART, ANY REPAIR, ANYWHERE

CH \$1065.00 2909585

TRADEMARK

Registration Number:	0841546	K KEYSTONE
Registration Number:	3156184	PLATINUM PLUS
Serial Number:	77633206	PLATINUM PLUS FIT · FINISH · QUALITY · G
Registration Number:	2691356	THE IMPOSTOR
Registration Number:	2503465	TRANSWHEEL
Registration Number:	3807601	CHROME REMEDIES
Registration Number:	3108653	FIT-RITE
Registration Number:	2863121	FIT-RITE AUTOMOTIVE
Registration Number:	3064565	LKQ
Registration Number:	3589998	LKQ CORPORATION
Registration Number:	3601147	LKQ CORPORATION
Serial Number:	85238047	LKQ INTOUCH
Registration Number:	2025221	TRIPLETTASAP AUTO SALVAGE AUTO PARTS
Registration Number:	1295986	ATK
Registration Number:	1333162	ATK NORTH AMERICA
Registration Number:	2749740	PROBUILT ENGINES
Registration Number:	3616803	ATK ATK NORTH AMERICA QUALITY REMANUFACT
Registration Number:	3606830	SPARTAN ENGINES BY VEGE
Registration Number:	3732038	REMANUFACTURING IS THE ULTIMATE FORM OF
Registration Number:	3201849	ATK PERFORMANCE ENGINES
Registration Number:	3268126	C21 DIAGNOSTICS
Serial Number:	77831187	CAPTAIN'S CHOICE
Serial Number:	85098181	IRONCLAD
Registration Number:	2047997	
Registration Number:	2306005	PICK YOUR PART
Registration Number:	2140134	PICK YOUR PART
Registration Number:	2418735	PULL-N-SAVE
Registration Number:	2331819	U PULL IT

CORRESPONDENCE DATA

Fax Number: 2149813400

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

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

TRADEMARK
REEL: 005020 FRAME: 0648

Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	3820-38310
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	05/03/2013

Total Attachments: 12

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**NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT
IN PATENTS AND TRADEMARKS**

This **NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN PATENTS AND TRADEMARKS** (this “Notice”) is effective as of May 3, 2013 (the “Effective Date”), by and among (i) **LKQ CORPORATION** and each of the other signatories hereto (collectively, the “Grantors”), (ii) **JPMORGAN CHASE BANK, N.A.**, the initial administrative agent (the “Initial Administrative Agent”) under the Credit Agreement referred to below, and (iii) **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as the successor administrative agent to the Credit Agreement (in such capacity, together with its successors and assigns, if any, in such capacity, the “Successor Administrative Agent”).

W I T N E S S E T H

WHEREAS, reference is made to the Amended and Restated Credit Agreement, dated as of March 25, 2011, as amended and restated as of September 30, 2011, among LKQ Corporation, a Delaware corporation (the “Company”), LKQ Delaware LLP, a Delaware limited liability partnership having two Alberta unlimited liability companies as its partners (the “Canadian Primary Borrower”), the subsidiaries of the Company party thereto as Subsidiary Borrowers from time to time (such subsidiaries together with the Company and the Canadian Primary Borrower, the “Borrowers”), several banks and other financial institutions or entities from time to time parties thereto as lenders (the “Lenders”) and the Initial Administrative Agent (as the same may be amended, restated, amended and restated, supplemented or modified from time to time, the “Credit Agreement”). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement;

WHEREAS, the (i) Initial Administrative Agent elected to resign on or about the date hereof as Administrative Agent under the Credit Agreement and each of the other Loan Documents to which it is a party (collectively, the “Relevant Transaction Documents”), and (ii) the other parties to the Credit Agreement appointed the Successor Administrative Agent as successor Administrative Agent under the Credit Agreement and the other Loan Documents;

WHEREAS, the Successor Administrative Agent accepted its appointment as successor Administrative Agent under the Relevant Transaction Documents;

WHEREAS, pursuant to the Appointment Agreement of Successor Administrative Agent, dated as of the date hereof, (the “Appointment”), the Initial Administrative Agent assigned to the Successor Administrative Agent all the rights and duties of Administrative Agent under various agreements, documents, instruments and certificates (including without limitation, (i) the Guarantee and Collateral Agreement, dated as of March 25, 2011 (as the same may be amended, restated, amended and restated, supplemented or modified from time to time) and (ii) the Intellectual Property Security Agreement, dated as of March 25, 2011 (as the same may be amended, restated, amended and restated, supplemented or modified from time to time, the “Security Agreement”); and

WHEREAS, the Initial Administrative Agent is executing this Notice for the purpose of giving notice of the transfer of the Initial Administrative Agent’s right, title, and interest in the Intellectual

Property Collateral (as defined in the Security Agreement) to the Successor Administrative Agent pursuant to the Appointment.

NOW, THEREFORE, the Initial Administrative Agent hereby gives notice that it has transferred and conveyed to the Successor Administrative Agent as set forth in the Appointment, all of the Initial Administrative Agent's right, title and interest, in and to the Intellectual Property Collateral related to the Patents, as further described on Schedule A attached hereto, and to the Trademarks, as further described on Schedule B attached hereto.

Governing Law. This agreement shall be governed by, and construed and interpreted in accordance with, the laws of the state of New York.

Execution in Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of this Notice by facsimile shall be effective as delivery of a manually executed counterpart of this Notice.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Initial Administrative Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.

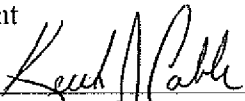
JPMORGAN CHASE BANK, N.A., as Initial
Administrative Agent

By: MBc

Name: Richard Barritt

Title: Associate

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**, as successor Administrative
Agent

By:  _____

Name: Keith J. Cable
Title: Vice President

LKQ CORPORATION, as a Grantor

By:  _____

Name: John S. Quinn

Title: Executive Vice President and Chief Financial
Officer

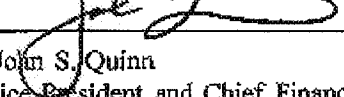
LKQ DELAWARE LLP, as a Grantor

By:  _____

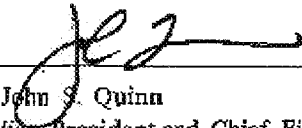
Name: John S. Quinn

Title: Vice President and Chief Financial Officer

ACCU-PARTS LLC
AKRON AIRPORT PROPERTIES, INC.
AMERICAN RECYCLING INTERNATIONAL,
INC.
A-RELIABLE AUTO PARTS & WRECKERS,
INC.
ATK MOTORSPORTS INC.
BUDGET AUTO PARTS U-PULL-IT, INC.
CITY AUTO PARTS OF DURHAM, INC.
DAMRON HOLDING COMPANY, LLC
DAP TRUCKING, LLC
DOUBLE R AUTO SALES, INC.
GEARHEAD ENGINES INC.
GREENLEAF AUTO RECYCLERS, LLC
KAI CHINA LLC
KAIR IL, LLC
KEYSTONE AUTOMOTIVE INDUSTRIES, INC.
KWIK AUTO BODY SUPPLIES, INC.
LAKEFRONT CAPITAL HOLDINGS, INC.
LKQ 1ST CHOICE AUTO PARTS, LLC
LKQ 250 AUTO, INC.
LKQ A&R AUTO PARTS, INC.
LKQ ACQUISITION COMPANY
LKQ ALL MODELS CORP.
LKQ APEX AUTO PARTS, INC.
LKQ ATLANTA, L.P.
LKQ AUTO PARTS OF CENTRAL
CALIFORNIA, INC.
LKQ AUTO PARTS OF MEMPHIS, INC.
LKQ AUTO PARTS OF NORTH TEXAS, INC.
LKQ AUTO PARTS OF NORTH TEXAS, L.P.
LKQ AUTO PARTS OF ORLANDO, LLC
LKQ AUTO PARTS OF UTAH, LLC
LKQ BEST AUTOMOTIVE CORP.
LKQ BIRMINGHAM, INC.,
each as a Grantor

By: 
Name: John S. Quinn
Title: Vice President and Chief Financial Officer

LKQ BRAD'S AUTO & TRUCK PARTS, INC.
LKQ BROADWAY AUTO PARTS, INC.
LKQ CIPHER SELF SERVICE AUTO PARTS-
BRADENTON INC.
LKQ CIPHER SELF SERVICE AUTO PARTS-
CLEARWATER INC.
LKQ CIPHER SELF SERVICE AUTO PARTS-
ST. PETERSBURG INC.
LKQ CIPHER SELF SERVICE AUTO PARTS-
TAMPA INC.
LKQ CRYSTAL RIVER, INC.
LKQ FINANCE 1 LLC
LKQ FINANCE 2 LLC
LKQ FOSTER AUTO PARTS SALEM, INC.
LKQ FOSTER AUTO PARTS WESTSIDE LLC
LKQ FOSTER AUTO PARTS, INC.
LKQ GORHAM AUTO PARTS CORP.
LKQ GREAT LAKES CORP.
LKQ HEAVY TRUCK-TEXAS BEST DIESEL,
L.P.
LKQ HOLDING CO.
LKQ HUNTS POINT AUTO PARTS CORP.
LKQ LAKENOR AUTO & TRUCK SALVAGE,
INC.
LKQ MANAGEMENT COMPANY
LKQ METRO, INC.
LKQ MID-AMERICA AUTO PARTS, INC.
LKQ MIDWEST AUTO PARTS CORP.
LKQ MINNESOTA, INC.
LKQ OF INDIANA, INC.
LKQ OF MICHIGAN, INC.
LKQ OF NEVADA, INC.
LKQ OF TENNESSEE, INC.
LKQ ONLINE CORP.
LKQ PENN-MAR, INC.,
each as a Grantor

By: 
Name: John S. Quinn
Title: Vice President and Chief Financial Officer

LKQ PLUNKS TRUCK PARTS & EQUIPMENT-
JACKSON, INC.
LKQ POWERTRAIN, INC.
LKQ PRECIOUS METALS, INC.
LKQ RALEIGH AUTO PARTS CORP.
LKQ ROUTE 16 USED AUTO PARTS, INC.
LKQ SALISBURY, INC.
LKQ SAVANNAH, INC.
LKQ SELF SERVICE AUTO PARTS-HOLLAND,
INC.
LKQ SELF SERVICE AUTO PARTS-
KALAMAZOO, INC.
LKQ SELF SERVICE AUTO PARTS-MEMPHIS
LLC
LKQ SELF SERVICE AUTO PARTS TULSA,
INC.
LKQ SMART PARTS, INC.
LKQ SOUTHWICK LLC
LKQ TAIWAN HOLDING COMPANY
LKQ TIRE & RECYCLING, INC.
LKQ TRADING COMPANY
LKQ TRIPLETT ASAP, INC.
LKQ U-PULL-IT AUTO DAMASCUS, INC.
LKQ U-PULL-IT TIGARD, INC.
LKQ WEST MICHIGAN AUTO PARTS, INC.
MICHAEL AUTO PARTS, INCORPORATED
NORTH AMERICAN ATK CORPORATION
P.B.B. SPECIALTIES, INC.
PICK-YOUR-PART AUTO WRECKING
POTOMAC GERMAN AUTO SOUTH, INC.
POTOMAC GERMAN AUTO, INC.
PULL-N-SAVE AUTO PARTS, LLC
REDDING AUTO CENTER, INC.
SCRAP PROCESSORS, LLC
SPEEDWAY PULL-N-SAVE AUTO PARTS, LLC
SUPREME AUTO PARTS, INC.
U-PULL-IT, INC.
U-PULL-IT, NORTH, LLC,
each as a Grantor

By: _____

Name: John S. Quinn

Title: Vice President and Chief Financial Officer

Schedule A

Patents

Owned by Keystone Automotive Industries, Inc.:

Patents

Patent No.	Title
6,409,277	Vehicle Wheel Cover
6,402,253	Vehicle Wheel Cover
D445,750	Vehicle Wheel Cover
6,010,196	Simulated Chrome Plated Vehicle Wheel
7,073,849	Snap-on Chrome Plated Automotive Grille Overlay
Reissue application for 7,073,849, Application No. 12170276	Snap-on Chrome Plated Automotive Grille Overlay

Patent Applications

Patent Application	Title
docket # 06PL11441 (app no. 11/645,304)	Chrome Vehicle Wheel Overlay
docket # 06PL11442 (app no. 11/645,294)	Alloy Wheel with Mating Wheel Cover
docket # 07PL11485 (app no. 11/827,166)	Molded Vehicle Wheel Cover
docket # 07PL11500 (app no. 11/904,053)	Vehicle Wheel with Screw-on Molded Cover

Owned by Keystone Automotive Industries Resources, Inc.:

Patents

Patent No.	Title
6,860,568	Wheel Rim Cover For a Vehicle

Schedule B

Trademarks

<u>COUNTRY</u>	<u>MARK</u>	<u>APPL./REG. NO.</u>	<u>STATUS</u>	<u>OWNER</u>
United States	PICK-A-PART	2,909,585	Registered	American Recycling International, Inc.
United States	GREENLEAF	2,809,290	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF & Design	2,815,685	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF	2,803,516	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF	2,778,619	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF & Design	2,754,334	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF	2,744,859	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF	2,738,892	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF	2,698,747	Registered	Greenleaf Auto Recyclers, LLC
United States	GREENLEAF SELECT	3,606,779	Registered	Greenleaf Auto Recyclers
United States	QUALITY RECYCLED AUTO PARTS DELIVERED, AS PROMISED	2,678,738	Registered	Greenleaf Auto Recyclers
United States	PROEFX	85/226,966	Pending	KAIR IL, LLC
United States	PROEFX CUSTOM ACCESSORIES & Design	85/261,612	Pending	KAIR IL, LLC
United States	ANY PART, ANY REPAIR, ANYWHERE	3,725,414	Registered	Keystone Automotive Industries, Inc.
United States	K KEYSTONE & Design	841,546	Registered	Keystone Automotive Industries, Inc.
United States	PLATINUM PLUS	3,156,184	Registered	Keystone Automotive Industries, Inc.
United States	PLATINUM PLUS & Design	77/633,206	Pending	Keystone Automotive Industries, Inc.
United States	THE IMPOSTOR	2,691,356	Registered	Keystone Automotive Industries, Inc.
United States	TRANSWHEEL	2,503,465	Registered	Keystone Automotive Industries, Inc.

<u>COUNTRY</u>	<u>MARK</u>	<u>APPL./REG. NO.</u>	<u>STATUS</u>	<u>OWNER</u>
Canada	K KEYSTONE & Design	1208980	Pending	Keystone Automotive Industries, Inc.
Canada	KEYSTONE	1208979	Pending	Keystone Automotive Industries, Inc.
Canada	PLATINUM PLUS	1367992	Pending	Keystone Automotive Industries, Inc.
Canada	PLATINUM PLUS & Design	1208978	Pending	Keystone Automotive Industries, Inc.
Canada	PLATINUM PLUS & Design	1401451	Pending	Keystone Automotive Industries, Inc.
Mexico	PLATINUM PLUS	953257	Registered	Keystone Automotive Industries, Inc.
Taiwan	K KEYSTONE & Design	970863	Registered	Keystone Automotive Industries, Inc.
Canada	MULTIPRO	TMA412688	Registered	Keystone Automotive Industries QC, Inc.
United States	CHROME REMEDIES	3,807,601	Registered	LKQ Corporation
United States	FIT-RITE	3,108,653	Registered	LKQ Corporation
United States	FIT-RITE AUTOMOTIVE	2,863,121	Registered	LKQ Corporation
United States	LKQ	3,064,565 (Supplemental)	Registered	LKQ Corporation
United States	LKQ CORPORATION & Design	3,589,998	Registered	LKQ Corporation
United States	LKQ CORPORATION & Design	3,601,147	Registered	LKQ Corporation
United States	LKQ INTOUCH	85/238,047	Pending	LKQ Corporation
Canada	CHROME REMEDIES	1390722	Pending	LKQ Corporation
Canada	WHEEL REMEDIES	1390723	Pending	LKQ Corporation
Costa Rica	LKQ	195963	Registered	LKQ Corporation
Costa Rica	LKQ CORPORATION & Design	195968	Registered	LKQ Corporation
El Salvador	LKQ	130 Book 146	Registered	LKQ Corporation
El Salvador	LKQ CORPORATION & Design	97/136	Registered	LKQ Corporation
Guatemala	LKQ	163891	Registered	LKQ Corporation
Guatemala	LKQ Corporation & Design	163890	Registered	LKQ Corporation
Honduras	LKQ	14.942	Registered	LKQ Corporation
Honduras	LKQ Corporation & Design	14.944	Registered	LKQ Corporation

<u>COUNTRY</u>	<u>MARK</u>	<u>APPL./REG. NO.</u>	<u>STATUS</u>	<u>OWNER</u>
Mexico	LKQ	1093134	Registered	LKQ Corporation
Mexico	LKQ Corporation & Design	1093835	Registered	LKQ Corporation
Panama	LKQ	178323	Registered	LKQ Corporation
Panama	LKQ Corporation & Design	178322	Registered	LKQ Corporation
United States	TRIPLETTASAP AUTO SALVAGE AUTO PARTS	2,025,221	Registered	LKQ TriplettASAP, Inc.
United States	ATK	1,295,986	Registered	North American ATK Corporation
United States	ATK NORTH AMERICA & Design	1,333,162	Registered	North American ATK Corporation
United States	PROBUILT ENGINES & Design	2,749,740	Registered	North American ATK Corporation
United States	ATK ATK NORTH AMERICA QUALITY REMANUFACTURED PRODUCTS SINCE 1936 & Design	3,616,803	Registered	North American ATK Corporation
United States	SPARTAN ENGINES BY VEGE & Design	3,606,830	Registered	North American ATK Corporation
United States	REMANUFACTURING IS THE ULTIMATE FORM OF RECYCLING!	3,732,038	Registered	North American ATK Corporation
United States	ATK PERFORMANCE ENGINES & Design	3,201,849	Registered	North American ATK Corporation
United States	C21 DIAGNOSTICS & Design	3,268,126	Registered	North American ATK Corporation
United States	CAPTAIN'S CHOICE	77/831,187	Pending	North American ATK Corporation
United States	IRONCLAD	85/098,181	Pending	North American ATK Corporation
United States	Miscellaneous Design	2,047,997	Registered	Pick Your Part Auto Wrecking
United States	PICK YOUR PART	2,306,005	Registered	Pick Your Part Auto Wrecking
United States	PICK YOUR PART & Design	2,140,134	Registered	Pick Your Part Auto Wrecking
United States	PULL-N-SAVE	2,418,735	Registered	Pull-N-Save Auto Parts LLC
United States	U PULL IT	2,331,819	Registered	U-Pull-It, Inc.