

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
Meridian Rack & Pinion, Inc.		12/27/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association		
Street Address:	1420 Fifth Avenue, 11th Floor		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98101		
Entity Type:	National Association: United States: WASHINGTON		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	4209158	DISCOUNTAPARTS.COM	
Registration Number:	4190279	MERIDIAN AUTO PARTS	
Registration Number:	4209157	TURBOCHARGERPROS.COM	
Serial Number:	85792135	EASY TO BUY AUTO PARTS	
Serial Number:	85822836	STIGAN	
Serial Number:	85767966	CAR STEERING WHOLESALE	
Serial Number:	85504129	CARSTEERING.COM	
Serial Number:	85792107	GUARANTEEEXACTFIT	
Serial Number:	85504151	BUYAUTOPARTS.COM	
Serial Number:	85504087	CARPARTSWAREHOUSE.COM	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			

OP \$265.00 4209158

Phone: 206-359-3788
Email: WMartin@perkinscoie.com
Correspondent Name: Winfield B. Martin
Address Line 1: 1201 Third Avenue, Suite 4900
Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	12187-2447
NAME OF SUBMITTER:	Winfield B. Martin
Signature:	/Winfield B. Martin/
Date:	01/06/2014

Total Attachments: 4

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**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

This Notice of Grant of Security Interest in Trademark Rights (this "Agreement") dated as of December 27, 2013, is given by MERIDIAN RACK & PINION, INC., a California corporation ("Grantor"), in favor of U.S. BANK NATIONAL ASSOCIATION ("U.S. Bank"), located at 1420 Fifth Avenue, 11th Floor, Seattle, WA 98101.

RECITALS

A. Pursuant to that certain Credit Agreement of even date herewith Grantor and U.S. Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Credit Agreement"), U.S. Bank has agreed to extend certain credit to Grantor upon the terms and subject to the conditions set forth therein.

B. In connection with the Credit Agreement, Grantor executed and delivered that certain Security Agreement of even date herewith in favor of U.S. Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Security Agreement"), pursuant to which Grantor pledged and granted to U.S. Bank a continuing security interest in all trademarks owned by Grantor.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce U.S. Bank to extend credit to Grantor and the other borrowers pursuant to the Credit Agreement, Grantor agrees, for the benefit of U.S. Bank as follows:

1. Definitions

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Credit Agreement and the Security Agreement.

2. Grant of Security Interest

Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default, assigns, transfers and conveys the trademarks listed on Schedule A attached hereto (collectively, the "Trademark Collateral") to U.S. Bank, to secure payment, performance and observance by Grantor of its obligations under the Credit Agreement and the other Loan Documents (as such term is defined in the Credit Agreement).

3. Purpose

This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to U.S. Bank in connection

with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement and the Credit Agreement (and all rights and remedies of U.S. Bank thereunder) shall remain in full force and effect in accordance with its terms.

4. Acknowledgment

Grantor does hereby further acknowledge and affirm that the rights and remedies of U.S. Bank with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

The undersigned Grantor hereby acknowledges and agrees that the security interest in the foregoing Trademark Collateral (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark except in accordance with the Security Agreement and Credit Agreement.

GRANTOR:

MERIDIAN RACK & PINION, INC.

By: 

Name: Carson Biederman
Title: Chief Financial Officer

[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]
12187-2447/LEGAL28787359.1
12/23/13

TRADEMARK
REEL: 005188 FRAME: 0027

Schedule A

NAME OF MARK	APPLICATION NO.	REGISTRATION NO.	OWNER
Registered Trademarks			
DiscountACParts.com		4,209,158	Meridian Rack & Pinion, Inc.
MeridianAutoParts.com		4,190,279	Meridian Rack & Pinion, Inc.
TurboChargerPros.com		4,209,157	Meridian Rack & Pinion, Inc.
CarPartsWarehouse.com		4,405,428	Meridian Rack & Pinion, Inc.
Trademark Applications			
Easy to Buy Auto parts	85792135		Meridian Rack & Pinion, Inc.
Stigan	85822836		Meridian Rack & Pinion, Inc.
Car Steering Wholesale	85767966		Meridian Rack & Pinion, Inc.
CarSteering.com	85504129		Meridian Rack & Pinion, Inc.
Guaranteed Exact Fit	85792107		Meridian Rack & Pinion, Inc.
BuyAutoParts.com	85504151		Meridian Rack & Pinion, Inc.