

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM443379

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Declaration Attesting to Transfer of Ownership Via Dissolution		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AUTOMD, INC.		03/06/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Auto Parts Network, Inc.		
<b>Street Address:</b>	16941 Keegan Avenue		
<b>City:</b>	Carson		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90746		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4126992	AUTOMD	
<b>Registration Number:</b>	4472613	AUTOMD INSTA-QUOTES!	
<b>Registration Number:</b>	4909058	AUTOMD IQ!	
<b>Registration Number:</b>	4126990	SHIFTING THE POWER TO YOU	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2063599000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	206-359-8000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	James L. Vana		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 4900		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	70698-4002		
<b>NAME OF SUBMITTER:</b>	Kirstin E. Larson		
<b>SIGNATURE:</b>	/Kirstin E. Larson/		
<b>DATE SIGNED:</b>	09/15/2017		
<b>Total Attachments: 17</b>			
source=Assignment of AutoMD Marks to USAP (091517)#page1.tif			

OP \$115.00 4126992

source=Assignment of AutoMD Marks to USAP (091517)#page2.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page3.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page4.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page5.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page6.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page7.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page8.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page9.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page10.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page11.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page12.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page13.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page14.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page15.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page16.tif  
source=Assignment of AutoMD Marks to USAP (091517)#page17.tif

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
ASSIGNMENTS RECORDATION BRANCH

Marks:

AUTOMD (Reg. No. 4126992)  
AUTOMD INSTA-QUOTES! (Reg. No. 4472613)  
AUTOMD IQ! (Reg. No. 4909058)  
SHIFTING THE POWER TO YOU (Reg. No. 4126990)

**DECLARATION OF  
DAVID EISLER ATTESTING TO  
TRADEMARK OWNERSHIP**

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or submission or any registration resulting therefrom, declares that:

1. I, David Eisler, am Secretary of U.S. Auto Parts Network, Inc. ("USAP").
2. I submit this declaration attesting to the transfer of ownership of the entire interest and the goodwill of the above-captioned trademarks from AutoMD, Inc. to USAP.
3. The trademarks identified in Exhibit A were previously assigned to AutoMD, Inc. by USAP on February 10, 2016. This assignment was recorded with the Assignment Division at Reel 005729 Frame 0410, a true and correct copy of which is attached hereto as Exhibit B.
4. On March 6, 2017, AutoMD, Inc. filed its Certificate of Dissolution with the Delaware Secretary of State's Office. Attached hereto as Exhibit C is a true and correct copy of the Certificate.
5. In connection with its Plan of Complete Liquidation and Dissolution of AutoMD, Inc., AutoMD, Inc. distributed all rights and goodwill in the Trademarks to USAP. A true and correct copy of the Plan of Complete Liquidation and Dissolution of AutoMD, Inc. is attached hereto as Exhibit D.

6. By virtue of the distribution, USAP is the owner of all rights and interest in the trademarks identified in Exhibit A.

I declare under penalty of perjury that the foregoing is true and correct.

Signed this 15<sup>th</sup> day of September, 2017

U.S. Auto Parts Network, Inc.

By 

Name: David Eisler

Title: Secretary

16941 Keegan Avenue

Carson, California 90746

**Exhibit A**

<b>U.S. Registrations</b>		
<b><u>Reg. No.</u></b>	<b><u>Mark</u></b>	<b><u>Reg. Date</u></b>
4126992	AUTOMD	04/10/2012
4472613	AUTOMD INSTA-QUOTES!	01/21/2014
4909058	AUTOMD IQ!	03/01/2016
4126990	SHIFTING THE POWER TO YOU	04/10/2012

**Exhibit B**

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM372864

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
U.S. Auto Parts Network, Inc.		02/10/2016	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AutoMD, Inc.		
<b>Street Address:</b>	16941 Keegan Avenue		
<b>City:</b>	Carson		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90746		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85710483	AUTOMD IQ!	
<b>Registration Number:</b>	4126990	SHIFTING THE POWER TO YOU	
<b>Registration Number:</b>	4126992	AUTOMD	
<b>Registration Number:</b>	4472613	AUTOMD INSTA-QUOTES!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2063598000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2063598000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	Jame L. Vana of Perkins Coie LLP		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 4900		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	70698-4002		
<b>NAME OF SUBMITTER:</b>	Seth H. Reagan		
<b>SIGNATURE:</b>	/Seth H. Reagan/		
<b>DATE SIGNED:</b>	02/11/2016		
<b>Total Attachments: 4</b>			
source=021016 Assignment of Trademarks from USAP#page1.tif			

OP \$115.00 85710483

source=021016 Assignment of Trademarks from USAP#page2.tif  
source=021016 Assignment of Trademarks from USAP#page3.tif  
source=021016 Assignment of Trademarks from USAP#page4.tif

**TRADEMARK**

**REEL: 005729 FRAME: 0410**

**TRADEMARK**

**REEL: 006155 FRAME: 0433**



**ASSIGNMENT OF TRADEMARK RIGHTS**

WHEREAS, U.S. Auto Parts Network, Inc., ("Assignor"), a Delaware corporation with offices at 16941 Keegan Avenue, Carson California 90746 is the owner of the trademarks (the "Marks"), the goodwill and common law rights in and to the Marks, and the applications/registrations for the Marks (together, the "U.S. Applications/Registrations") identified in Exhibits A and B attached hereto:

WHEREAS, AutoMD, Inc. ("Assignee"), a Delaware corporation, with offices at 16941 Keegan Avenue, Carson California 90746, desires to acquire all right, title and interest in and to the Marks and the Applications/Registrations, and all goodwill and common law rights associated therewith, and Assignor desires to assign the same to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee all right, title and interest in and to the Marks and the Applications/Registrations, and the goodwill and common law rights appurtenant thereto, and Assignee does hereby accept this assignment.

The Assignor will, at the reasonable request of Assignee, and at the Assignee's sole expense and cost, execute all instruments and documents and do such additional acts as Assignee may deem necessary or desirable to effect, evidence, record and perfect the assignment and recordation of the rights being assigned hereunder.

Signed this 10<sup>th</sup> day of February, 2016

U.S. Auto Parts Network, Inc.

By 

Name: Shane Franzel  
Title: CEO

AutoMD, Inc.

By 

Name: Tracey Virtue  
Title: President

Exhibit A

U.S. Filings

U.S. Application		
<u>Appl. No.</u>	<u>Mark</u>	<u>App./Reg. Date</u>
85710483	AUTOMD IQI	08/22/2012

U.S. Registrations		
<u>Reg. No.</u>	<u>Mark</u>	<u>Reg. Date</u>
4126990	SHIFTING THE POWER TO YOU	04/10/2012
4126992	AUTOMD	04/10/2012
4472613	AUTOMD INSTA-QUOTESI	01/21/2014

**Exhibit B**  
**International Filings**

<u>Country</u>	<u>Appl./Reg. No.</u>	<u>Mark</u>	<u>App./Reg. Date</u>
CANADA	1,503,039	AUTOMD	11/08/2010
CANADA	TMA911286	SHIFTING THE POWER TO YOU	08/14/2015
CHINA	WO1060396	AUTOMD	11/07/2011
CHINA	WO1077694	SHIFTING THE POWER TO YOU	12/03/2010
EUROPEAN UNION (CTM)	WO1060396	AUTOMD	11/04/2011
WIPO	WO1060396	AUTOMD	11/08/2010
WIPO	WO1077694	SHIFTING THE POWER TO YOU	12/03/2010

---

**From:** TMOfficialNotices@USPTO.GOV  
**Sent:** Wednesday, January 27, 2016 00:13 AM  
**To:** pctrademarks@perkinscoie.com  
**Cc:** AEdwards@perkinscoie.com  
**Subject:** Official USPTO Notice of Acceptance of SOU: U.S. Trademark SN 85710483: AUTOMD IQI:  
Docket/Reference No. 70698-4000.0

---

NOTICE OF ACCEPTANCE OF STATEMENT OF USE

**U.S. Serial Number:** 85710483  
**Mark:** AUTOMD IQI  
**Owner:** U.S. Auto Parts Network, Inc.  
**Docket/Reference Number:** 70698-4000.0

The USPTO has accepted the Statement of Use filed for the trademark application identified above. The mark will now register and the registration certificate will issue in due course barring any extraordinary circumstances.

To check the status of the application, go to [http://tsdr.uspto.gov/#caseNumber=85710483&caseType=SERIAL\\_NO&searchType=statusSearch](http://tsdr.uspto.gov/#caseNumber=85710483&caseType=SERIAL_NO&searchType=statusSearch) or contact the Trademark Assistance Center at 1-800-786-9199. Please check the status of the application at least every three (3) months after the application filing date.

To view this notice and other documents for this application on-line, go to [http://tsdr.uspto.gov/#caseNumber=85710483&caseType=SERIAL\\_NO&searchType=documentSearch](http://tsdr.uspto.gov/#caseNumber=85710483&caseType=SERIAL_NO&searchType=documentSearch). NOTE: This notice will only become available on-line the next business day after receipt of this e-mail.

For further information, including information on filing and maintenance requirements for U.S. trademark applications and registrations and required fees, please consult the USPTO website at <http://www.uspto.gov/trademarks/> or contact the Trademark Assistance Center at 1-800-786-9199.

RECORDED: 02/11/2016

TRADEMARK  
REEL: 005729 FRAME: 0414  
TRADEMARK  
REEL: 006155 FRAME: 0437

**Exhibit C**

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "AUTOMD, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2017, AT 4:09 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4704842 8100  
SR# 20171615102

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK". Below the signature is a horizontal line, and underneath the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202156391  
Date: 03-07-17

**TRADEMARK**  
**REEL: 006155 FRAME: 0439**

### Certificate of Dissolution

SR 20171615102 - FileNumber 4704842 n 275 of the Delaware General Corporation Law (the "DGCL"), the corporation organized and existing under the DGCL, hereby certifies as follows:

1. The dissolution of AutoMD, Inc. (the "Corporation") has been duly authorized by the Board of Directors and Stockholders in accordance with a unanimous written consent of Stockholders in accordance with subsection (c) of Section 275 of the DGCL.

2. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was August 25, 2009, as amended and restated on October 6, 2016, and amended thereafter.

3. The date the dissolution was authorized is March 6, 2017.

4. The names and addresses of the directors and officers of the corporation are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Josh Berman	Director	c/o U.S. Auto Parts Network, Inc. 16941 Keegan Ave., Carson, CA 90746
Fred Harman	Director	Oak Investment Partners XI, Limited Partnership, 525 University Avenue, Suite 1300, Palo Alto, CA 94301
Sol Khazani	Director	c/o U.S. Auto Parts Network, Inc. 16941 Keegan Ave., Carson, CA 90746
Robert J. Majteles	Director	c/o U.S. Auto Parts Network, Inc. 16941 Keegan Ave., Carson, CA 90746
Shane Evangelist	Chief Executive Officer	c/o U.S. Auto Parts Network, Inc. 16941 Keegan Ave., Carson, CA 90746
David Eisler	Secretary	c/o U.S. Auto Parts Network, Inc. 16941 Keegan Ave., Carson, CA 90746

5. The Corporation, for each year since its incorporation in Delaware, has been required to pay only the minimum franchise tax then prescribed by Section 503 of the DGCL.

6. The Corporation has paid all franchise taxes and fees due to or assessable by Delaware through the end of the year in which the certificate of dissolution is filed.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer, the 6<sup>th</sup> of March, 2017.

By: 

Name: Shane Evangelist

Title: Chief Executive Officer



**Exhibit D**

## **Plan of Complete Liquidation and Dissolution of AutoMD, Inc.**

This Plan of Complete Liquidation and Dissolution (the “**Plan**”), dated as of March 6, 2017, is intended to accomplish the complete liquidation and dissolution of AutoMD, Inc., a Delaware corporation (the “**Company**”), in accordance with Section 275 of the General Corporation Law of the State of Delaware (the “**DGCL**”) and Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the “**Code**”).

1. Approval and Adoption of Plan. The Company’s stockholders have executed a unanimous written consent dated March 3, 2017 (the “**Adoption Date**”) under Sections 275(c) and 228 of the DGCL authorizing the dissolution of the Company and approving the Plan.

2. Certificate of Dissolution and Effective Date. The Company shall file with the Secretary of State of the State of Delaware a certificate of dissolution (the “**Certificate of Dissolution**”) in accordance with the DGCL. The Plan shall be effective as of the time the Certificate of Dissolution is filed (the “**Effective Date**”). On the Effective Date, the Company shall obtain any certificates required from the Delaware tax authorities and pay any taxes due.

3. Cessation of Business Activities. After the Effective Date, the Company shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business and distribute its cash and assets to U.S. Auto Parts Network, Inc., the sole stockholder of the Company immediately prior to dissolution (“**USAP**”), in accordance with this Plan.

4. Plan of Distribution.

(a) On and after the Effective Date, the Company shall liquidate the Company’s assets, as applicable, in accordance with Section 281(b) of the DGCL and shall:

(i) Pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional or unmatured contractual claims known to the Company or its successor;

(ii) Make such provision as will be reasonably likely to be sufficient to provide compensation for any claim against the Company which is the subject of a pending action, suit or proceeding to which the Company is a party;

(iii) Make such provision as will be reasonably likely to be sufficient to provide compensation for claims that have not been made known to the Company or that have not arisen but that, based on facts known to the Company or USAP, are likely to

arise or to become known to the Company or USAP within ten (10) years after the Effective Date.

All such claims shall be paid or provided for in full.

(b) The Company shall distribute to USAP all remaining assets, including all available cash, except such cash, property or assets required for paying or making reasonable provision for the claims and obligations of the Company. Such distribution may occur all at once or in a series of distributions and shall be in cash or assets, in such amounts, and at the time or times as the Board may determine in its absolute discretion, but not later than three years after the close of the taxable year in which the first distribution to USAP takes place.

5. Cancellation of Stock. The distributions to USAP pursuant to Section 4 hereof shall be in complete cancellation of all of the outstanding shares of the Company's stock.

6. Indemnification. The Company shall continue to indemnify its officers, directors and employees in accordance with its certificate of incorporation, by-laws and any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the implementation of this Plan and the winding up of the affairs of the Company.

7. Liquidation under Code Section 332 and 337. It is intended that this Plan shall be a plan of complete liquidation of the Company under Sections 332 and 337 of the Code.

8. Filing of Tax Forms. The Company shall file an Internal Revenue Service ("IRS") Form 966 with the IRS not later than thirty (30) days following the Adoption Date.

9. Expenses of Dissolution. The Company may, in the sole and absolute discretion of the Board, pay all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional and other fees and expenses of persons providing services to the Company.

10. Authorization. The Board is hereby authorized, without further action by USAP, to do and perform or cause the officers of the Company, subject to approval of the Board, to do and perform any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind that are deemed necessary, appropriate or desirable, in the absolute discretion of the Board, to implement this Plan and the transactions contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.