TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association	FORMERLY U.S. Bank of Washington, National Association	10/11/2002	National Banking Association:

RECEIVING PARTY DATA

Name:	Walt's Radiator & Muffler, Inc.
Street Address:	2588 Pacific Highway East
City:	Tacoma
State/Country:	WASHINGTON
Postal Code:	98424
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1339527	WALT'S RADIATOR MUFFLER

CORRESPONDENCE DATA

Fax Number: (206)587-2308
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: jbim@cairncross.com
Correspondent Name: Joong-Bin Im, CAIRNCROSS & HEMPELMANN
Address Line 1: 524 Second Avenue, Suite 500
Address Line 4: Seattle, WASHINGTON 98104

NAME OF SUBMITTER:	Attorney
Signature:	/jbim/
Date:	04/01/2005

Total Attachments: 12
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OCT 10 2002

MARK L. HATCHER
CLERK U.S. BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA
DEPUTY

The Honorable Philip H. Brandt
Chapter 11
Hearing Location: Seattle, Room 309
Hearing Date: September 30, 2002
Hearing Time: 2:00 p.m.

Case: 02-41900 DocType: ORDER

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON AT TACOMA

In Re: WALT'S RADIATOR & MUFFLER, INC., Fed I.D. No:91-0966564 Debtor-in-Possession.	Case No. 02-41900-PHB11 Chapter 11 ORDER (A) CONFIRMING PLAN AND APPROVING (B) JOINT MOTION OF U.S. BANK AND OFFICIAL UNSECURED CREDITORS COMMITTEE FOR ORDER APPROVING SETTLEMENT AND COMPROMISE

On September 30, 2002, this matter came on for consideration of (A) Presentation of Order Confirming the Plan and (B) the Joint Motion of U.S. Bank and Official Unsecured Creditors Committee for Order Approving Settlement and Compromise (the "Settlement Motion").

A. <u>Plan Confirmation</u>

The Debtor requests that this Court confirm the First Amended Plan of Reorganization, as further modified, ("Plan") because it satisfies all requirements set forth in 11 U.S.C. § 1129(a) as more fully described in Debtor's Pre-Confirmation Report and Memorandum in Support of Confirmation of Debtor's Plan of Reorganization.

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It has been determined after notice and hearing that:

1. A copy of the Plan is attached as Exhibit A.

2. Pursuant to the Order Approving First Amended Disclosure Statement and Setting Hearing on Confirmation of First Amended Plan of Reorganization dated August 7, 2002 (the "Confirmation Hearing Order"), the Debtor transmitted the Plan and all related documents and notices to creditors.

3. The Debtor has complied with the notice requirements as to parties on the master mailing matrix, parties on the special notice list and equity holders.

4. The Court has considered the Plan, the Debtor's First Amended Disclosure Statement ("Disclosure Statement"), the Summary of Ballots, Pre-Confirmation Report and Memorandum in Support of Confirmation of Debtor's Plan of Reorganization and the support of the Committee and U.S. Bank.

5. After hearing on notice on September 30, 2002, the Debtor, as proponent of the Plan, has met its burden of proving all of the elements of 11 U.S.C. § 1129(a) by a preponderance of the evidence, which is the applicable evidentiary standard in this Court.

6. On or about the same date of the entry of this Order, this Court has entered that certain Order Approving Motion (i) to Sell Outside the Ordinary Course of Business to Allied Manufacturing, Inc., or its Assignee, (ii) to Assume and Assign Unexpired Leases and Executory Contacts, and (iii) for Related Relief (the "Sale Order"), which together with this Order approves and implements Alternative B (Going Concern Sale) described in the Plan.

7. Gary M. Opper, former Chairman of the Committee and the representative of CSK Auto, Inc., shall be and is approved the sole member of the Post-Confirmation Committee (the "PCC"). Pivotal Solutions, Inc. ("PSI") shall be and is approved as the Trustee of the WRM, Inc. Liquidating Trust, which is established pursuant to Alternative B (Going Concern Sale) of the Plan.

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8. The Court made additional findings of fact and conclusions of law which are incorporated herein pursuant to Federal Rule of Bankruptcy Procedure 7052 and Federal Rule of Civil Procedure 52(a)[1]

B. Settlement Motion

1. In the Settlement Motion, U.S. Bank National Association ("U.S. Bank") and the Committee requested that the Court approve a cash payment to U.S. Bank and release of any and all claims against U.S. Bank in exchange for U.S. Bank releasing all claims against Debtor and its assets.

2. The Settlement Motion was filed September 20, 2002. On that same date notice of the Settlement Motion was served by facsimile on counsel for Debtor and the Committee and on the Office of the United States Trustee and, on the same date, was served by mail on members of the Committee and all parties requesting special notice. By separate order, the Court has approved such notice.

3. Accordingly, due and adequate notice of the Settlement Motion has been given under the circumstances. The notice given satisfies the requirements of 11 U.S.C. §§ 102(1), 363(b), 363(f), 365, Rules 2002(a), 2002(b), 2002(c), 6004 and 9019 of the Federal Rules of Bankruptcy Procedure and all applicable local Bankruptcy Rules and Orders of this Court, and no other or further notice is required or necessary.

4. The relief request in the Settlement Motion is in the best interests of the bankruptcy estate for the reasons set forth in the Settlement Motion. Specifically, as more fully

[1] Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate.

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detailed in the Settlement Motion, U.S. Bank is releasing claims and interests against the estate and its assets in exchange for a reduced payment and release of questionable claims against U.S. Bank, providing a material benefit to the estate and savings in litigation fees and costs.

5. THEREFORE, based upon the record before the Court in this case,* and the foregoing findings, the Court finds that the relief requested in the Plan and the Settlement Motion is well-founded and that the Plan and the Settlement Motion should be approved in all respects. It is therefore,

A. <u>Plan Confirmation</u>

1. ORDERED, ADJUDGED, AND DECREED that the findings set forth above are incorporated herein for all purposes. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

2. The Plan is approved and confirmed in its entirety under 11 U.S.C. § 1129, and Alternative B (Going Concern Sale), under the Plan, is approved for immediate implementation. The terms of the Plan and the exhibits and schedules thereto (in the final form thereof or to be filed on or before the Effective Date) are incorporated by reference into and are an integral part of the Plan and this Confirmation Order. All objections to the Plan that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

3. Alternative B (Going Concern Sale) under the Plan is in the best interests of the creditors and the estate. The Plan shall be implemented under Alternative B (Going Concern Sale) and, if the sale under Alternative B (Going Concern Sale) does not close by or before October 31, 2002 (or such other date as set by this Court or agreed to by U.S. Bank, Purchaser, the Committee and the Debtor), then the Plan shall be implemented under Alternative A

* INCLUDING THE OBJECTIONS OF PACIFIC NORTHWEST PARTNERS and RFE INVESTMENT PARTNERS TO THE FORM OF THIS ORDER /B

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1 (Reorganization). It is further hereby ORDERED, ADJUDGED, AND DECREED that:

2 4. The Plan complies with the applicable provisions of Chapter 11 of the Bankruptcy

3 Code. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

4 5. The proponent for the Plan complies with the applicable provisions of the Chapter

5 11 of the Bankruptcy Code. It is further hereby ORDERED, ADJUDGED, AND DECREED

6 that:

7 6. The Plan has been proposed in good faith and not by any means forbidden by law.

8 It is further hereby ORDERED, ADJUDGED, AND DECREED that:

9 7. A. Any payment made or promised by the Debtor, or by any person issuing

10 securities or acquiring property under the Plan, for services or for costs and expenses in, or in

11 connection with, the case, or in connection with the Plan and incident to the case, have been

12 disclosed to the Court; and

13 B. Any such payment made before confirmation of the Plan is reasonable; or if

14 such payment is to be fixed after confirmation of the Plan, such payment is subject to the

15 approval of the Court as reasonable. It is further hereby ORDERED, ADJUDGED, AND

16 DECREED that:

17 8. A. Because there is no anticipated reorganization of the Debtor, there is no

18 requirement that the Debtor disclose the identity of any insider who will be employed or retained

19 by the reorganized Debtor; and

20 B. In the event Alternative A (Reorganization) is implemented, the proponent of

21 the Plan will immediately disclose the identity and affiliations of any individual proposed to

22 serve, after confirmation of the Plan, as a director, officer, or voting trustee of the Debtor, an

23 affiliate of the Debtor participating in a joint Plan with the Debtor, or a successor to the Debtor

24 under the Plan; and the appointment to, or continuance in, such office of such individual, is

25 consistent with the interests of creditors and equity security holders and with public policy. It is

26 further hereby ORDERED, ADJUDGED, AND DECREED that:

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9. Any regulatory commission with jurisdiction, after confirmation of the Plan, over the rates of the Debtor has approved any rate change provided for in the Plan, or such rate change is expressly conditioned on such approval. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

10. With respect to each class, each holder of a claim or interest of such class has accepted the Plan; or will receive or retain under the Plan on account of such claim or interest property of a value, as of the effective date of the Plan, that is not less than the amount that such holder would so receive or retain if the Debtor were liquidated under Chapter 7. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

11. With respect to each class, such class has accepted the Plan, or such class is not impaired under the Plan. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

12. Except to the extent that the holder of a particular claim has agreed to a different treatment of such claim, the Plan provides that with respect to a claim of a kind specified in sections 507(a)(1), 507(a)(2), 507(a)(3), 507(a)(4), 507(a)(5), 507(a)(6), 507(a)(7) or 507(a)(8) of the Bankruptcy Code of the Bankruptcy Code, on the effective date of the Plan the holder of such claim will receive on account of such claim cash equal to the allowed amount of such claim. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

13. At least one class of claims has accepted the Plan, determined without including any acceptance of the Plan by an insider holding a claim of such class. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

14. Confirmation of the Plan is not expected to be followed by the liquidation, or the need for further financial reorganization, of the Debtor or any successor of as the assets of the Debtor are being sold. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

15. The stay contemplated by Fed. R. Bankr. P. 3020(e) shall not apply to this Order. Subject to the provisions of the Plan, and notwithstanding any otherwise applicable law,

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immediately upon entry of this Order, the terms of this Plan and Order are deemed binding upon the Debtor, the Purchaser of the Debtor's assets and the Trustee of the WRM, Inc. Liquidating Trust ("Creditor Trust"), any and all holders of Claims and Interests, any and all nondebtor parties to executory contracts and unexpired leases with either of the Debtors and any and all entities that are parties to or are subject to the settlements, compromises, releases, and injunctions described in the Plan or herein, and the respective heirs, executors, administrators, successors, or assigns, if any, of any of the foregoing. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

16. The Purchaser of Debtor's assets is authorized to assume, reject, and/or abandon executory contracts and unexpired leases as provided in the Plan and the Sale Order. The Debtor is neither in default nor in arrears upon any amounts payable under the unexpired leases and executory contracts assumed hereunder or in the Sale Order. Accordingly, no cure amounts are due and payable. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

17. The approvals and authorizations specifically set forth in this Order are nonexclusive and not intended to limit the authority of the Debtor, the purchaser or the Trustee identified in the Creditor Trust ("Trustee"), or any other person to take any and all actions necessary or appropriate to implement, effectuate, and consummate any and all documents or transactions contemplated by the Plan or this Order. In addition to the authority specifically granted in this Order, the Debtor and the Trustee are authorized and empowered to take any and all such actions as any such person may determine are necessary or appropriate to implement, effectuate, and consummate any and all documents or transactions contemplated by the Plan or this Order, in accordance with 11 U.S.C. § 1142, without the need for consent by stockholders or boards of directors, and such actions shall be deemed taken by unanimous action or stockholders and directors. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

18. Pursuant to the Plan, PSI shall serve as the Trustee of the Creditor Trust as provided for in the Trust. PSI or any successor is authorized to have and shall exercise the rights

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and shall have standing to do so

and powers set forth in the Creditor Trust, PSI or any successor Trustee is authorized to employ counsel and financial advisors, and compensate same without prior approval of the Court, but subject to approval of the PCC. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

19. The Creditor Trust, substantially in the form attached hereto as Exhibit B, is hereby approved, and the Debtor and the Trustee are authorized to enter into the Creditor Trust as provided for and for the purposes of Alternative B (Going Concern Sale) as set forth in the Plan. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

20. The automatic stay of 11 U.S.C. § 362 shall remain in full force and effect as set forth in the Plan. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

21. Pursuant to 11 U.S.C. § 1146(c), the issuance, transfer, or exchange of any security, or the making, delivery, filing, or recording of any instrument of transfer under the Plan shall not be taxed under any law imposing a recording tax, stamp tax, transfer tax, or similar tax. All filing or recording officers, wherever located and by whomever appointed, shall comply with the requirements of 11 U.S.C. § 1146(c), with the Court retaining specific jurisdiction with respect to this matter. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

22. All releases contemplated by the Plan shall be effective pursuant to the Plan's provisions. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

23. The Court shall consider any disputes regarding allowance and payment of administrative claims filed within the Administrative Claims Bar Date (as set forth in the Plan) after further notice and opportunity for hearing. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

24. The Court authorizes the Debtor to consummate the Plan after entry of this Order. The Debtor is authorized and directed to execute, acknowledge, and deliver such deeds, assignments, conveyances, and other assurances, documents, and instruments of transfer, and to

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take such other actions as may be reasonably necessary to perform the terms and provisions of the Plan, including without limitation to consummate the sale to Purchaser and all other transactions contemplated by the Plan, and all other agreements related thereto. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

25. The Court shall retain exclusive jurisdiction over all matters arising out of, and related to these cases and the Plan to the fullest extent permitted by law. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

26. The failure to specifically include or reference any particular provision of the Plan in this Order shall not diminish or impair the effectiveness of such provision, it being the intent of the Court that the Plan be confirmed in its entirety. The provisions of the Plan and of this Order shall be construed in a manner consistent with each other so as to effect the purposes of each, provided, however, that if there is determined to be any inconsistency between any Plan provision and any provision of this Order that cannot be so reconciled, then, solely to the extent of such inconsistency, the provisions of this Order shall govern and any such provision of this Order shall be deemed a modification of the Plan and shall control and take precedence. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

27. As of the Effective Date defined in the Plan: (i) the Debtor and its counsel shall be relieved of all of its duties as a debtor in possession imposed by this Court, the Bankruptcy Code and otherwise, and (ii) the Committee shall terminate and the Committee and its counsel shall be relieved of duties imposed by this Court, the Bankruptcy Code and otherwise. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

28. The Plan filed by the Debtor on or about July 30, 2002, and as modified as set forth herein, a copy of which Plan is attached hereto, is confirmed. It is further hereby ORDERED, ADJUDGED, AND DECREED that:

29. Except as expressly assumed and assigned in the Sale Order, all of the Debtor's executory contracts and unexpired leases are hereby rejected in accordance with 11 U.S.C. § 365.

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1 **B. Settlement Motion**

2 1. ORDERED that the findings set forth above are incorporated herein for all
3 purposes. It is further

4 2. ORDERED that the relief requested in the Settlement Motion is GRANTED in all
5 respects. It is further

6 3. ORDERED that any objection to the Settlement Motion not resolved by the terms
7 of this Order or previously withdrawn is hereby overruled and denied in its entirety. It is further

8 4. ORDERED that $1.5 million plus (a) fees and costs incurred for experts retained
9 by U.S. Bank in supporting the sale plus (b) fees and costs incurred by U.S. Bank in objecting to
10 the Plan and supporting any sale (provided that such fees and costs, when added to the fees and
11 costs for experts retained to support the sale, do not exceed $25,000) (such total sum referred to
12 as the "Bank Payment") of the cash proceeds from the sale of the Debtor's assets be paid to
13 U.S. Bank at, and as a condition of, closing of the sale described in Alternative B (Going
14 Concern Sale) of the Plan. If the Bank Payment is received by U.S. Bank on or before
15 October 11, 2002, U.S. Bank shall have no further claim, of any kind or character, against the
16 Debtor, the bankruptcy estate, the bankruptcy estate's assets, the Purchaser of Debtor's assets
17 ("Purchaser"), the Creditor Trust or the sale proceeds. In the event U.S. Bank's claim is satisfied
18 pursuant to the preceding sentence, Debtor, Debtor's bankruptcy estate, the Committee, the
19 Trustee and the Creditor Trust (as defined in the Plan) shall be deemed to have released any and
20 all claims, demands, or causes of action against U.S. Bank, including but not limited to claims
21 under Chapter 5 of the United States Bankruptcy Code and any claim that any amount paid to
22 U.S. Bank must be reimbursed or disgorged. It is further

23 5. ORDERED that following prior written notice to the Purchaser, the Debtor and
24 any successor thereof including the creditors' trust shall be given reasonable access to the
25 Debtor's books and records to the extent they were sold by the Debtor to Purchaser for one year
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from the date of this Order for purposes of performing the Debtor's duties under the Bankruptcy Code, under the Plan, or under applicable law. It is further

6. ORDERED that the stay provisions of Bankruptcy Rule 6004(g) be and hereby are modified such that the closings of the transactions contemplated by the Plan and the Settlement Motion may take place immediately following entry of this Order. It is further

7. ORDERED that this Court reserves jurisdiction to adjudicate any matter relating to or arising out of the Plan, Settlement Motion, and the transactions contemplated thereby.

DATED this 10 day of October, 2002.

The Honorable Philip H. Brandt
United States Bankruptcy Judge

Presented by:

CAIRNCROSS & HEMPELMANN, P.S.

SEE COVER LETTER /B

John R. Rizzardi, WSBA No. 09388
Thomas M. McBride, WSBA No. 24109
Counsel for the Debtor

RECORDED: 04/01/2005
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