

MRD 4/2/99

04-08-1999



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Tab settings - - -

101006368

To the Honorable Commissioner of Patents and Trademarks attached original documents or copy thereof.

1. Name of conveying Party(ies):
 AUTO PARTS EXPRESS, LLC
 APX MANAGEMENT, INC.

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State Texas
 Other Delaware limited liability company

Additional Name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving Party(ies)
 Name: LASALLE BUSINESS CREDIT, INC.
 Internal Address: _____
 Street Address: 135 South LaSalle Street, Suite 400
 City: Chicago State: IL ZIP: 60603

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

Execution Date: February 1, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No's

882122; 1653852; 1709036; 559898; 776950; 864239;
 1140510; 1088954; 1332869; 1541510; 1388039;
 1374295; 1122026; 1840109; 1869237; 1014372; 1945971;
 1962687; 2010795; 2021267; 2010023; 2125540; 1341411

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: David A. Roodman, Esq.
 Internal Address: Bryan Cave LLP
 One Metropolitan Square

 Street Address:
 211 North Broadway, Suite 3300
 City: St. Louis State: MO ZIP: 63102

6. Total Number of applications and registrations involved:..... 23


7. Total fee (37 CFR 3.41):.....\$ 590.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
 If missing or insufficient -- 02-4467

(Attach) duplicate copy of this page if paying by deposit account)

9. State and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David A. Roodman  3/31/99
 Name of Person Signing Signature Date

Total number of pages comprising this cover sheet: 1

04/08/1999 INQUIRY 00000077 AA2122

01 FC:481
02 FC:482

40.00 OP
 550.00 OP

Do not detach this portion

Mail documents to be recorded-with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Schedule A

Trademark Registrations

<u>Mark</u>	<u>Req. No.</u>	<u>Req. Date</u>
FREEZE-TEST	882,122	December 9, 1969
POWER 90 and Design	1,653,852	August 13, 1991
BIG A PLUS	1,709,036	August 18, 1992
"HUSKY" (Stylized)	559,898	June 10, 1952
A AMERICAN PARTS (Stylized)	776,950	September 15, 1964
VALU-TEST	864,239	January 28, 1969
BIG A	1,140,510	October 14, 1980
GENERAL SERVICE LINE	1,088,954	April 4, 1978
POWERREADY	1,332,869	April 30, 1985
STRAIGHT AWAY (Stylized)	1,541,510	May 30, 1989
BIG A (Stylized)	1,388,039	April 1, 1986
THE FIRST LETTER IN AUTO PARTS	1,374,295	December 3, 1985
AUTOPRO	1,122,026	July 10, 1979
INSTALLERS' EXPRESS	1,840,109	June 14, 1994
AUTOPRO	1,869,237	December 27, 1994
A and Design	1,014,372	June 24, 1975
INSTALLERS' SERVICE WAREHOUSE and Design	1,945,971	January 2, 1996

INSTALLERS' SERVICE WAREHOUSE and Design	1,962,687	March 19, 1999
TIME IS THE NEW MONEY	2,010,795	October 22, 1996
I S W	2,021,267	December 3, 1996
HERC TEAM (Stylized)	2,010,023	October 22, 1996
TECHKNOWLEDGE (Stylized)	2,125,540	December 30, 1997
APS	1,341,411	June 11, 1985

GRANT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, AUTO PARTS EXPRESS, LLC, a Delaware limited liability company ("Auto Parts Express"), with its principal office at 224 18th Street, Suite 202, Rock Island, Illinois 61201-8737, and APX MANAGEMENT, INC., a Texas corporation ("APX"), with its principal office at 15710 John F. Kennedy Boulevard, Suite 700, Houston, Texas 77032-2347 (Auto Parts Express and APX shall be collectively referred to herein as "Grantor"), is the owner of all right, title and interest, and all goodwill associated therewith, in, to and under the trademarks, service marks, trademark and service registrations, applications to register trademarks and service marks, and common law rights therein, set forth on Schedule A attached hereto (the "Marks");

WHEREAS, LASALLE BUSINESS CREDIT, INC., a Delaware corporation, having its principal offices at 135 South LaSalle Street, Suite 400, Chicago, Illinois 60603 (the "Grantee"), desires to acquire a security interest in, and lien on, all of Grantor's right, title and interest in and to the Marks; and

WHEREAS, the Grantor is willing to assign and grant to the Grantee a security interest in and lien upon the Marks;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, and subject to the terms and conditions of the Intellectual Property Security Agreement, dated as of February 1, 1999, between the Grantor and the Grantee (as amended from time to time, the "Security Agreement"), the Grantor hereby assigns and grants to the Grantee a security interest in, and a lien upon, all of Grantor's right, title and interest in, to and under (i) all of Grantor's worldwide rights, title and interest in, to and under the Marks, and any and all goodwill associated therewith; (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) all of the goodwill of the businesses with which the Marks are associated and (iv) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Security Agreement) of the Grantor and shall be effective as of the date of the Security Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest effective as of the 1st day of February, 1999.

GRANTOR:

AUTO PARTS EXPRESS, LLC,
a Delaware limited liability company

By: Michael L. Preston
Name: MICHAEL L. PRESTON
Title: PRESIDENT

APX MANAGEMENT, INC.,
a Texas corporation

By: Michael L. Preston
Name: MICHAEL L. PRESTON
Title: PRESIDENT

LENDER:

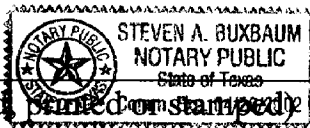
LASALLE BUSINESS CREDIT, INC.,
a Delaware corporation

By: Ellen T. Cook
Name: Ellen T. COOK
Title: Vice President

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 27th day of January, 1999, by Michael C. Preston, the President of AUTO PARTS EXPRESS, LLC, a Delaware limited liability company, on behalf of said company.

St. A. Buxbaum
Notary Public

Name: _____
(typed, printed or stamped) 

[SEAL]

My appointment expires: _____

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 27th day of January, 1999, by Michael C. Preston, the President of APX MANAGEMENT, INC., a Texas corporation, on behalf of said corporation.

St. A. Buxbaum
Notary Public

Name: _____
(typed, printed or stamped) 

[SEAL]

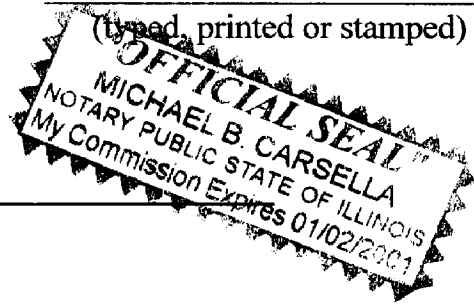
My appointment expires: _____

STATE OF Illinois)
) ss.
COUNTY OF Cook)

The foregoing instrument was acknowledged before me this 2nd day of February, 1999, by Ellen Cook, the UP of LASALLE BUSINESS CREDIT, INC., a Delaware corporation, on behalf of said corporation.

Michael B. Carrella
Notary Public

Name: _____



[SEAL]

My appointment expires: _____

SCHEDULE A

TRADEMARK REGISTRATIONS

TRADEMARK APPLICATIONS

COMMON LAW TRADEMARKS

Common Law Trademarks

Mark

Description of Mark

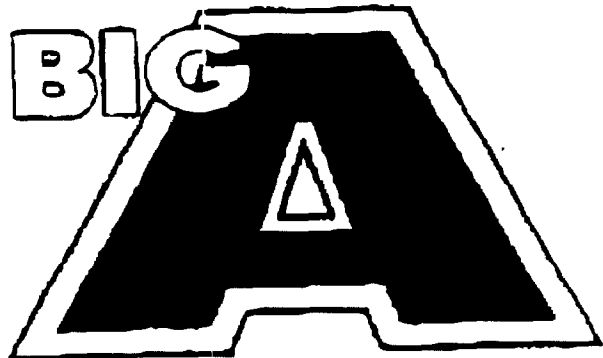
[CARRYALL]

[TRAIL BLAZER]

[AUTOPRO PROFESSIONAL PARTS
PEOPLE and Design]



[BIG A (Stylized)]



[ISW UNDERCAR PARTS SPECIALISTS
and Design]



BRYAN CAVE LLP

ONE METROPOLITAN SQUARE, SUITE 3600

ST. LOUIS, MISSOURI 63102-2750

(314) 259-2000

FACSIMILE: (314) 259-2020

LONDON, ENGLAND
RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
ASSOCIATED OFFICE IN
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

WASHINGTON, D.C.
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

DAVID A. ROODMAN

direct dial number
(314) 259-2614

March 31, 1999

INTERNET ADDRESS
dar@bryancave.com

Express Mail No.: EL249599829US

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

RE: Recordation of Grant of Security Interest in Trademarks
Grantors: Auto Parts Express, LLC
APX Management, Inc.
Grantee: LaSalle Business Credit, Inc.
Our Reference Number: 108174

Sir:

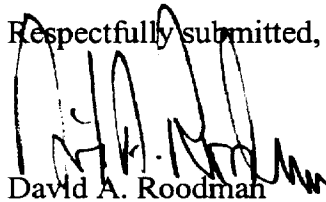
We are enclosing papers in connection with recordation of twenty-three (23) trademarks for the above-referenced document. The papers are:

1. Certificate of Express Mailing;
2. Transmittal letter (1 page, in duplicate);
3. Recordation Form Cover Sheet (1 page);
4. Grant of Security Interest in Trademarks (8 pages);
5. Check in the amount of \$590.00 for filing fee;
6. Return postcard.

If our check is missing or is insufficient, please charge any additional fee or credit any overpayment to Deposit Account No. 02-4467.

Kindly date stamp and return the enclosed, self-addressed, stamped postcard.

Respectfully submitted,



David A. Roodman

DAR:tp

Enclosures

cc: Joanne Hoefert

TRADEMARK
REEL: 1880 FRAME: 0047

BRYAN CAVE LLP

ONE METROPOLITAN SQUARE, SUITE 3600

ST. LOUIS, MISSOURI 63102-2750

(314) 259-2000

FACSIMILE: (314) 259-2020

LONDON, ENGLAND
RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
ASSOCIATED OFFICE IN
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

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NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

DAVID A. ROODMAN

direct dial number
(314) 259-2614

March 31, 1999

INTERNET ADDRESS
dar@bryancave.com

Express Mail No.: EL249599829US

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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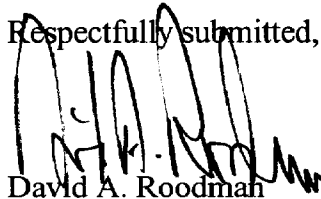
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Respectfully submitted,



David A. Roodman

DAR:tp

Enclosures

cc: Joanne Hoefert

TRADEMARK
REEL: 1880 FRAME: 0048

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Recordation of)
)
GRANT OF SECURITY INTEREST)
IN TRADEMARKS)
)
AUTO PARTS EXPRESS, LLC,)
and APX MANAGEMENT, INC.)
)
 Grantor,)
)
LASALLE BUSINESS CREDIT, INC.)
)
 Grantee.)

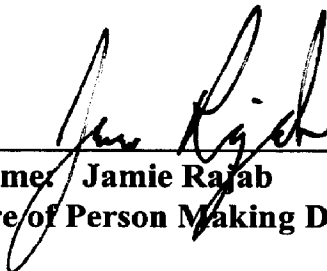
CERTIFICATE OF EXPRESS MAILING

"Express Mail" Mailing Label No.: EL249599829US
Date of Deposit: March 31, 1999

I hereby certify that the following:

1. Certificate of Express Mailing;
2. Transmittal letter (1 page, in duplicate);
3. Recordation Form Cover Sheet (1 page);
4. Grant of Security Interest in Trademarks (8 pages);
5. Check in the amount of \$590.00 for filing fee;
6. Return postcard.

are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR Section 1.10 on the Date of Deposit indicated above in an envelope addressed to the Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231.



 Type Name: Jamie Rajab
 Signature of Person Making Deposit

David A. Roodman, Esq.
BRYAN CAVE LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, Missouri 63102
(314) 259-2614