

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Pep Boys - Manny, Moe & Jack		01/16/2009	CORPORATION: PENNSYLVANIA
The Pep Boys Manny Moe & Jack of California		01/16/2009	CORPORATION: CALIFORNIA
Pep Boys - Manny, Moe & Jack of Delaware, Inc.		01/16/2009	CORPORATION: DELAWARE
Pep Boys - Manny, Moe & Jack of Puerto Rico, Inc.		01/16/2009	CORPORATION: DELAWARE
PBY Corporation		01/16/2009	CORPORATION: DELAWARE
Carrus Supply Corporation		01/16/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	100 Federal Street
<b>Internal Address:</b>	9th Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02110
<b>Entity Type:</b>	National Association:

**PROPERTY NUMBERS Total: 55**

Property Type	Number	Word Mark
Registration Number:	0269398	VARSIITY
Registration Number:	0310199	THE PEP BOYS MANNY MOE JACK
Registration Number:	0503440	CORNELL
Registration Number:	0778767	CORNELL FUTURA
Registration Number:	0848659	CORNELL XWT
Registration Number:	1160742	PRO-START

**CH \$1390.00 0269398**

Registration Number:	1288346	PEP BOYS
Registration Number:	1395353	
Registration Number:	1420631	MANNY MOE & JACK
Registration Number:	1472747	PEP BOYS
Registration Number:	1562597	MANNY, MOE & JACK
Registration Number:	1562598	PEP BOYS
Registration Number:	1562599	
Registration Number:	1582462	FUTURA
Registration Number:	1788816	CADET
Registration Number:	1835366	PROSTOP
Registration Number:	1883212	PEP BOYS
Registration Number:	1891550	PROSOURCE
Registration Number:	1898072	PROSTOP
Registration Number:	1918786	PROCOOL
Registration Number:	1926808	AMERICA'S AUTOMOTIVE SUPERCENTER
Registration Number:	1997613	1-800-PEPBOYS
Registration Number:	2036750	PEP BOYS
Registration Number:	2121550	PROSTART
Registration Number:	2130799	THE PEP BOYS MANNY, MOE & JACK
Registration Number:	2168933	
Registration Number:	2178316	TODO MENOS GASOLINA
Registration Number:	2179083	PROLINE
Registration Number:	2226116	PEP BOYS EXPRESS
Registration Number:	2228755	PEP BOYS EXPRESS
Registration Number:	2237133	VARSITY
Registration Number:	2356875	PROLINE
Registration Number:	2377316	QUALITY BRANDS ON DEMAND
Registration Number:	2393467	PROSTART PLUS
Registration Number:	2408433	PROSTART
Registration Number:	2408968	PEPBOYS.COM
Registration Number:	2454578	FUTURA
Registration Number:	2474353	PROLINE
Registration Number:	2491066	PROLINE
Registration Number:	2583003	PROSTART PREMIUM
Registration Number:	2772505	

Registration Number:	2972456	PARTS, SERVICE AND SO MUCH MORE
Registration Number:	2977954	PEPBOYS AUTO
Registration Number:	3003409	PEP BOYS AUTO - PIEZAS, SERVICIO Y MUCHO MAS
Registration Number:	3060724	
Registration Number:	3492125	
Registration Number:	2929442	PEP GUARD
Registration Number:	2929441	PEP GUARD PRODUCT REPLACEMENT PLAN
Registration Number:	2764884	PROLINE
Registration Number:	2998825	PURE PEP
Registration Number:	2828367	PEP EXPRESS PARTS
Registration Number:	1560746	SHUR GRIP
Registration Number:	2693765	PROSTEER
Registration Number:	2739967	WE'RE CAR PEOPLE
Serial Number:	77295053	PEP CARE

**CORRESPONDENCE DATA**

Fax Number: (703)415-1557  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 703-415-1555  
Email: mail@specializedpatent.com  
Correspondent Name: Christopher E. Kondracki  
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007  
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	9010803
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	02/04/2009

Total Attachments: 11  
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**TRADEMARK**

**REEL: 003930 FRAME: 0053**

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of the undersigned entities listed on Schedule A attached hereto (collectively, the "Grantor") hereby grants to BANK OF AMERICA, N.A. as Collateral Agent for certain lenders (in such capacity, the "Collateral Agent"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule B attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in that certain Credit Agreement between, among others, the Grantor and the Collateral Agent, dated as of January 16, 2009 (as amended, modified, restated and/or supplemented from time to time, the "Credit Agreement").

This Grant has been granted in conjunction with the security interest granted to the Collateral Agent under that certain Security Agreement dated as of January 16, 2009 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Collateral Agent with respect to the security interest granted herein are as 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 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 as of the date first written above.

**GRANTORS:**

**THE PEP BOYS - MANNY, MOE & JACK,**

By: Bernard K. McElroy  
Name: Bernard K. McElroy  
Title: Vice President - Finance & Treasurer

**THE PEP BOYS MANNY, MOE & JACK OF CALIFORNIA**

By: Bernard K. McElroy  
Name: Bernard K. McElroy  
Title: Vice President - Finance & Treasurer

**PEP BOYS - MANNY, MOE & JACK OF DELAWARE, INC.**

By: Bernard K. McElroy  
Name: Bernard K. McElroy  
Title: Vice President - Finance & Treasurer

**PEP BOYS - MANNY, MOE & JACK OF PUERTO RICO, INC.**

By: Bernard K. McElroy  
Name: Bernard K. McElroy  
Title: Vice President - Finance & Treasurer

**PBY CORPORATION**

By: Bernard K. McElroy  
Name: Bernard K. McElroy  
Title: President

**CARRUS SUPPLY CORPORATION**

By: Bernard K. McElroy  
Name: Bernard K. McElroy  
Title: Treasurer

*Signature Page to Grant of Security Interest in U.S. Trademarks*

**COLLATERAL AGENT:**

**BANK OF AMERICA, N.A.**

By: David Vega  
Name: David Vega  
Title: Managing Director

SCHEDULE A

Grantors

THE PEP BOYS – MANNY, MOE & JACK

THE PEP BOYS MANNY MOE & JACK OF CALIFORNIA

PEP BOYS - MANNY, MOE & JACK OF DELAWARE, INC.

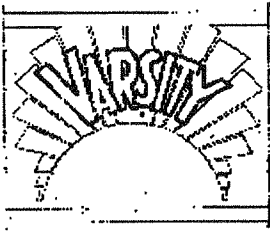

PEP BOYS - MANNY, MOE & JACK OF PUERTO RICO, INC.

PBY CORPORATION

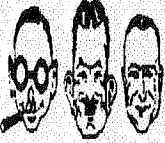
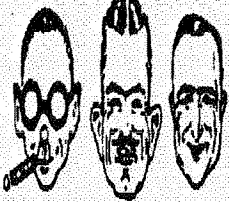

CARRUS SUPPLY CORPORATION



SCHEDULE B



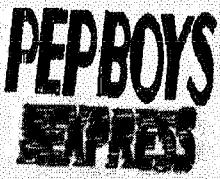

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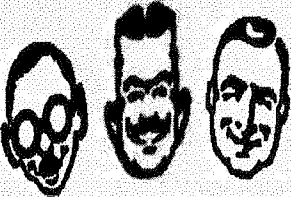

Debtor Name for Trademark	Trademark Name	Registration or Serial Number
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	 VARSITY	0269398
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	 THE PEP BOYS MANNY MOE JACK	0310199
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	CORNELL	0503440
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	CORNELL FUTURA	0778767
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	CORNELL XWT	0848659
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PRO-START	1160742
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP BOYS	1288346

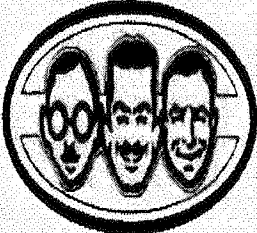
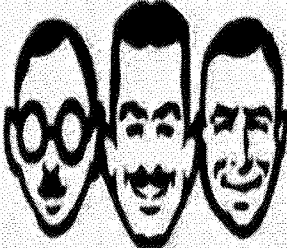



PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		1395353
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	MANNY MOE & JACK	1420631
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP BOYS	1472747
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	MANNY, MOE & JACK	1562597
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP BOYS	1562598
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		1562599
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	FUTURA	1582462
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	CADET	1788816
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTOP	1835366
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		1883212
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSOURCE	1891550

PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTOP	1898072
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	ProCool	1918786
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	 America's Automotive Supercenter	1926808
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	1-800-PEPBOYS	1997613
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP BOYS	2036750
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTART	2121550
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	 Pepp Boys THE PEP BOYS MANNY, MOE & JACK	2130799

PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2168933
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	TODO MENOS GASOLINA	2178316
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2179083
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP BOYS EXPRESS	2226116
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2228755
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2237133
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROLINE	2356875
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	QUALITY BRANDS ON DEMAND	2377316
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTART PLUS	2393467

PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTART	2408433
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEPBOYS.COM	2408968
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	FUTURA	2454578
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROLINE	2474353
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROLINE	2491066
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTART PREMIUM	2583003
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2772505
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PARTS, SERVICE AND SO MUCH MORE	2972456
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2977954

PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP BOYS AUTO - PIEZAS, SERVICIO Y MUCHO MAS	3003409
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		3060724
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		3492125
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP CARE	77295053
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP GUARD	2929442
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE		2929441
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROLINE	2764884

PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	<b>PURE PEP</b>	2998825
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PEP EXPRESS PARTS	2828367
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	SHUR GRIP	1560746
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	PROSTEER	2693765
PEP BOYS MANNY MOE & JACK OF CALIFORNIA, THE	WE'RE CAR PEOPLE	2739967

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