

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Standard Motor Products, Inc.		11/10/2010	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	General Electric Capital Corporation, as Agent		
<b>Street Address:</b>	201 Merritt 7, 2nd Floor		
<b>City:</b>	Norwalk		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06856		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 41</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3823649	HANDYPACK	
Registration Number:	3745984	SMP	
Registration Number:	3598461	WHEN OE FAILS...TRUST BWD	
Registration Number:	3598462	WHEN OE FAILS...TRUST STANDARD	
Registration Number:	3710788	33189	
Registration Number:	3710781	33219	
Registration Number:	3710783	33520	
Registration Number:	3710784	33601	
Registration Number:	3710779	35002	
Registration Number:	3710780	35344	
Registration Number:	3730312	35407	
Registration Number:	3710777	35656	
Registration Number:	3730310	36715	
Registration Number:	3710787	36973	

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Registration Number:	3710776	38623
Registration Number:	3730308	38638
Registration Number:	3730311	38807
Registration Number:	3710785	38884
Registration Number:	3730309	38907
Registration Number:	3710782	39000
Registration Number:	3710786	54166
Registration Number:	3710778	54570
Registration Number:	3684775	56156
Registration Number:	3684776	56157
Registration Number:	3684777	57237
Registration Number:	3687890	57378
Registration Number:	3700625	57948
Registration Number:	3684774	57950
Registration Number:	3687891	57992
Registration Number:	3749632	EVERCO BY 4SEASONS
Registration Number:	3687889	FACTORY AIR BY 4SEASONS
Registration Number:	3673366	TECH SELECT
Serial Number:	77855881	GREEN TO THE CORE
Serial Number:	77878858	INTELLIGENT SOLUTIONS
Serial Number:	77632286	INTERMOTOR
Serial Number:	77855882	PROBLEM SOLVING PARTS
Serial Number:	85131240	SMART SOLUTIONS FOR TODAY'S TECHNICIANS
Serial Number:	77639948	SMP
Serial Number:	77639949	SMP STANDARD MOTOR PRODUCTS, INC
Serial Number:	77639962	SMP, STANDARD MOTOR PRODUCTS, INC
Serial Number:	77878687	TECH SMART

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 800-927-9801 x2348  
Email: jpaterso@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	594462
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	12/01/2010
<b>Total Attachments: 8</b> source=12-1-20 Standard Motor Products-TM#page1.tif source=12-1-20 Standard Motor Products-TM#page2.tif source=12-1-20 Standard Motor Products-TM#page3.tif source=12-1-20 Standard Motor Products-TM#page4.tif source=12-1-20 Standard Motor Products-TM#page5.tif source=12-1-20 Standard Motor Products-TM#page6.tif source=12-1-20 Standard Motor Products-TM#page7.tif source=12-1-20 Standard Motor Products-TM#page8.tif	

## TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, STANDARD MOTOR PRODUCTS, INC., a corporation formed under the laws of New York, located at 37-18 Northern Boulevard, Long Island City, New York 11101 (“Grantor”), has adopted, used and is using the marks shown in the attached Schedule A (the “Marks”), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantor is obligated to General Electric Capital Corporation (“GECC”) and various other financial institutions (collectively, “Lenders”) and GECC as agent for Lenders (“Agent”) pursuant to (i) a certain Third Amended and Restated Credit Agreement, dated as of the date hereof, among Grantor, Agent, Lenders and certain other credit parties and (ii) a certain Amended and Restated Trademark Security Agreement, dated February 7, 2003 made by Grantor in favor of Agent for the ratable benefit of the Lenders (as each may be amended, restated, supplemented or otherwise modified from time to time, the “Agreements”); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby (i) assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof and (ii) agrees that Schedule A to the Amended and Restated Trademark Security Agreement is hereby amended to include the Trademarks listed on Schedule A attached hereto.

Dated: New York, New York  
November 10, 2010

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

STANDARD MOTOR PRODUCTS, INC.

By: *Carmine J. Broccote*  
Name: *Carmine J. Broccote*  
Its: *Secretary*

GENERAL ELECTRIC CAPITAL  
CORPORATION, as Agent

By: \_\_\_\_\_  
Name:  
Its:

STATE OF NEW YORK )  
 : ss.:  
COUNTY OF NEW YORK )

On this 10<sup>th</sup> day of November, 2010, before me personally came Carmine Baccaro,  
me known, who, being by me duly sworn, did depose and say that s/he is the Secretary  
of Standard Motor Products, Inc., the corporation described in and which executed the foregoing  
instrument; and that s/he signed her/his name thereto by order of the board of directors of said  
corporation.

Sue G. Young  
Notary Public

Notary Public - State of New York  
Qualified in Queens County  
8/1/2014

STATE OF NEW YORK )  
 : ss.:  
COUNTY OF NEW YORK )

On this \_\_\_\_ day of November, 2010, before me personally came \_\_\_\_\_, to  
me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_  
of General Electric Capital Corporation, the corporation described in and which executed the  
foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors  
of said corporation.

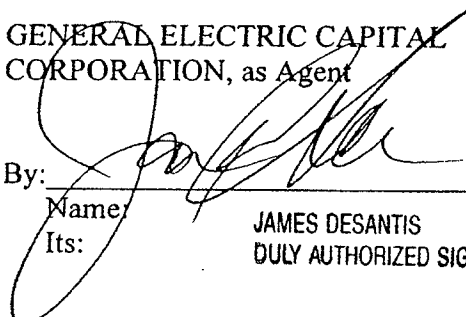
\_\_\_\_\_  
Notary Public

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

STANDARD MOTOR PRODUCTS, INC.

By: \_\_\_\_\_  
Name:  
Its:

GENERAL ELECTRIC CAPITAL  
CORPORATION, as Agent

By:  \_\_\_\_\_  
Name: JAMES DESANTIS  
Its: DULY AUTHORIZED SIGNATORY





SCHEDULE A

Schedule A to a Trademark Assignment of Security dated November 10, 2010, by and between Standard Motor Products, Inc. and General Electric Capital Corporation, as Agent.

<b>Mark</b>	<b>Registration/Application Number</b>	<b>Registration/Application Date</b>
Green to the Core	77855881	10/23/2009
Handypack	3823649	07/27/2010
Intelligent Solutions	77878858	11/26/2009
Intermotor	77632286	12/12/2008
Problem Solving Parts	77855882	10/23/2009
Smart Solutions for Today's Technicians	85131240	09/16/2010
SMP	77639948	12/29/2008
SMP	77639949	12/24/2008
SMP	3745984	02/09/2010
SMP, Standard Motor Products	77639962	12/24/2008
Tech Smart	77878687	11/23/2009
When OE fails...trust BWD	3598461	03/31/2009
When OE fails...trust STANDARD	3598462	03/31/2009
33189	3710788	11/17/2009
33219	3710781	11/17/2009
33520	3710783	11/17/2009
33601	3710784	11/17/2009
35002	3710779	11/17/2009
35344	3710780	11/17/2009
35407	3730312	12/29/2009
35656	3710777	11/17/2009
36715	3730310	12/29/2009
36973	3710787	11/17/2009
38623	3710776	11/17/2009
38638	3730308	12/29/2009
38807	3730311	12/29/2009
38884	3710785	11/17/2009
38907	3730309	12/29/2009
39000	3710782	11/17/2009
54166	3710786	11/17/2009
54570	3710778	11/17/2009
56156	3684775	09/22/2009
56157	3684776	09/22/2009
57237	3684777	09/22/2009
57378	3687890	09/29/2009
57948	3700625	10/27/2009

57950	3684774	09/22/2009
57992	3687891	09/29/2009
Everco by 4Seasons	3749632	02/16/2010
Factory Air by 4Seasons	3687889	09/29/2009
Tech Select	3673366	08/25/2009