

TRADEMARK AGREEMENT

THIS AGREEMENT, made and entered into this 25 day of October, 1984 between Tenneco Inc. a Delaware Corporation having an office at 2275 Half Day Road, Bannockburn, Illinois 60015 (hereinafter referred to as LICENSOR), and National Automotive Parts Association, a Michigan Corporation, having its principal offices at 2999 Circle 75 Parkway, Atlanta, Georgia 30339 (hereinafter referred to as LICENSEE).

W I T N E S S E T H:

WHEREAS, LICENSOR is the owner of certain trademarks, a trademark "ADVANTAGE," and another trademark "WALKER ADVANTAGE," both for vehicular mufflers;

WHEREAS, LICENSOR intends to obtain registrations of said marks to the extent possible and intend to maintain ownership of said marks; and

WHEREAS, LICENSEE desires to use the mark "NAPA ADVANTAGE" on vehicular mufflers purchased from LICENSOR;

NOW, THEREFORE, for and in consideration of the premises, of the covenants hereinafter exchanged, and for other good and valuable consideration the receipt of which is hereby acknowledged, the parties hereto do hereby agree:

SCF-NAPA-2075



1. LICENSOR hereby grants LICENSEE the royalty free license to use the mark "ADVANTAGE" in the combination mark "NAPA ADVANTAGE" on and in connection with the sale of vehicular mufflers purchased by LICENSOR from LICENSOR but on no other products.
2. LICENSEE agrees that all use of the mark "ADVANTAGE" as heretofore licensed shall inure to the benefit of LICENSOR.
3. LICENSEE agrees that it will not use the word "ADVANTAGE" or any word or words confusingly similar thereto as a trademark or as part of a trademark on any vehicular mufflers or related products not purchased or otherwise obtained from LICENSOR.
4. This agreement shall not be assignable by LICENSEE without the written permission of LICENSOR.

5. This agreement shall be effective for as long as
LICENSEE purchases from LICENSOR for resale.

Tenneco Inc.

By:

Thomas E. Torphy
Thomas E. Torphy

Its: Assistant Secretary

National Automotive Parts
Association

By:

Robert M. Van

Its:

President