NAPA MANUFACTURER'S TRADEMARK AGREEMENT

THIS AGREEMENT, made and entered into this 14th day of May, 1982 between NATIONAL AUTOMOTIVE PARTS ASSOCIATION, a Michigan corporation, having its principal offices at Suite 1129, Parklane Towers West, Dearborn, Michigan (hereinafter referred to as LICENSOR), and Standard-Thomson Corporation a Delaware corporation, having its principal offices at 152 Grove Street, Waltham, Massachusetts 02254 (hereinafter referred to as LICENSEE).

WITNESSETH THAT:

WHEREAS, LICENSOR is the sole and exclusive owner of various trademarks including, but not limited to, the trademarks "NAPA" and "NAPA and Design" (hereinafter referred to as "said trademarks"), the good will established by the use of said trademarks, the various United States trademark registration thereon.

WHEREAS, LICENSEE is desirous of obtaining a non-exclusive and limited license to use one or more of said trademarks on products manufactured, supplied and/or sold by LICENSEE.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in consideration of the mutual covenants and agreements herein contained, it is mutually agreed as follows:

