

11-16-1998

FORM PTO-1594
08/31/92



COVER SHEET
S ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Comm

100878083

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): MR D 11.9.95
Western Auto Supply Company.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 16, 1998

2. Name and address of receiving party(ies):

Name: Advance Acquisition Corporation

Internal Address: _____

Street Address: 5673 Airport Road

City: Roanoke State: Virginia ZIP: 24012

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- 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

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

A. Trademark Application No.(s)

PARTS AMERICA 75/470,450

B. Trademark Registration No.(s)

AMERICAN SPIRIT 1,242,721

Additional numbers attached? Yes No
See Attached Exhibit "A"

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joan L. Long

Internal Address: Mayer, Brown & Platt

Street Address: P.O. Box 2828

City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: 37

7. Total fee (37 CFR 3.41) \$940.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0019

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

11/12/1998 **DNGUYEN 00000104 1242721**

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 900.00 OP

9. Statement 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.

Joan L. Long

Name of Person Signing

Signature

November 6, 1998

Date

Total number of pages comprising cover sheet: 6

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 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.

EXHIBIT A

TRADEMARK REGISTRATIONS AND APPLICATIONS

<u>MARK</u>	<u>REG. NO./APP NO.</u>	<u>REG. DATE/APP. DATE</u>
AUTO AMERICA (AND DESIGN)	1,820,152	2-8-94
BENNY'S CARPORTS OUTLET	1,164,998	8-11-81
DESIGN ONLY	555,127	2-19-52
DESIGN ONLY	1,209,010	9-14-82
DESIGN ONLY	1,652,836	8-6-91
GUARANTEE AUTO	1,180,032	12-1-81
JUST CAN'T GET ALONG WITHOUT MY WHEELS	1,851,789	8-30-94
LOW PRICE GOOD ADVICE	1,310,585	12-18-84
LOW PRICE GOOD ADVICE	1,404,476	8-5-86
MIDLAND	895,483	7-28-70
MIDLAND	927,193	1-18-72
NATIONWISE	1,322,659	2-26-85
NATIONWISE	1,323,970	3-12-85
NATIONWISE (AND DESIGN)	1,322,658	2-26-85
NATIONWISE AUTO PARTS (AND DESIGN)	1,118,492	5-15-79
PATRIOT	1,261,662	12-20-83
PRO-CONTROL	2,046,221	3-18-97
REVELATION	705,133	10-4-60
REVELATION	754,867	8-20-63
SENTRY	255,631	4-30-29
SPORT GI	1,802,663	11-2-93
STREETHAWK	74/608,717	12-8-94
TAKING CARE OF PEOPLE WHO TAKE CARE OF CARS	1,471,052	11-29-87
TIRE AMERICA	1,249,311	8-23-83
TIRE SOURCE	1,956,753	2-13-96
TOUGH ONE	1,715,139	9-15-92
TOUGHMASTER	1,671,684	1-14-92
WE'LL BE GOOD TO YOU! WESTERN AUTO (AND DESIGN)	1,087,098	3-7-78
WESTERN AUTO	883,524	12-30-69
WESTERN AUTO	883,548	12-30-69
WESTERN AUTO	1,076,365	11-1-77
WESTERN FLYER	289,563	12-1-31
WESTERN FLYER	440,857	10-5-48
WHEELS DISCOUNT AUTO SUPPLY STORE	1,395,360	5-27-86
WIZARD	837,072	10-17-67

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WESTERN AUTO SUPPLY COMPANY", A DELAWARE CORPORATION, WITH AND INTO "ADVANCE ACQUISITION CORPORATION" UNDER THE NAME OF "WESTERN AUTO SUPPLY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2930353 8100M

981421310

AUTHENTICATION: 9383971

DATE: 11-02-98

TRADEMARK
REEL: 1813 FRAME: 0096

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:30 PM 11/02/1998
 981421310 - 2930353

**CERTIFICATE OF MERGER
 OF
 WESTERN AUTO SUPPLY COMPANY,
 A DELAWARE CORPORATION,**

INTO

**ADVANCE ACQUISITION CORPORATION,
 A DELAWARE CORPORATION,**

**Pursuant to Section 251 of the
 General Corporation Law of the State of Delaware**

Pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware, Advance Acquisition Corporation, a Delaware corporation (the "Company"), certifies the following:

FIRST: The names of the constituent corporations and their respective states of incorporation are:

<u>Name of Corporation</u>	<u>State</u>
Western Auto Supply Company	Delaware
Advance Acquisition Corporation	Delaware

SECOND: An Agreement and Plan of Merger dated as of August 16, 1998 (as amended, the "Agreement") among Western Auto Supply Company, a Delaware corporation ("Western Auto") and the Company and the Stockholders of Western Auto and the Company, providing for the merger of Western Auto with and into the Company, with the Company as the surviving corporation, has been approved, adopted, certified, executed and acknowledged by each of the above constituent corporations in accordance with and in the manner provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger is "Advance Acquisition Corporation."

FOURTH: Upon the filing of this Certificate of Merger, the name of the surviving corporation shall change from "Advance Acquisition Corporation" to "Western Auto Supply Company."

MR00MA.LADOC3:234676.2

FIFTH: The Certificate of Incorporation of the Company shall become the Certificate of Incorporation of the surviving corporation, except that Article First of said Certificate of Incorporation shall be amended to read as follows:

"The name of the corporation is WESTERN AUTO
SUPPLY COMPANY (the "Corporation")."

SIXTH: The executed Agreement is on file at the principal place of business of the Company at 5673 Airport Road, Roanoke, Virginia 24012.

SEVENTH: A copy of the Agreement will be furnished by the Company on request and without cost to any stockholder of either of the above constituent corporations.

Dated: November 1, 1998

ADVANCE ACQUISITION CORPORATION

By: _____

J. O'Neil Leftwich

J. O'Neil Leftwich
Senior Vice President and
Chief Financial Officer

MHODMA.LADOC5:356763