

11-28-2000



101529241

10.77.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

0883548

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

11/27/2000 JJALLAH2 00000002 0883548

01 FC:481
02 FC:482

40.00 OP
100.00 OP

FOR OFFICE USE ONLY

Refund Ref: 11/27/2000 JJALLAH2 0000099712

CHECK refund total: \$60.00

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002182 FRAME: 0239

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0883548"/>	<input type="text" value="0883524"/>	<input type="text" value="0555127"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1652836"/>	<input type="text" value="1,209,010"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

TARA A. BRANSCOM

Name of Person Signing

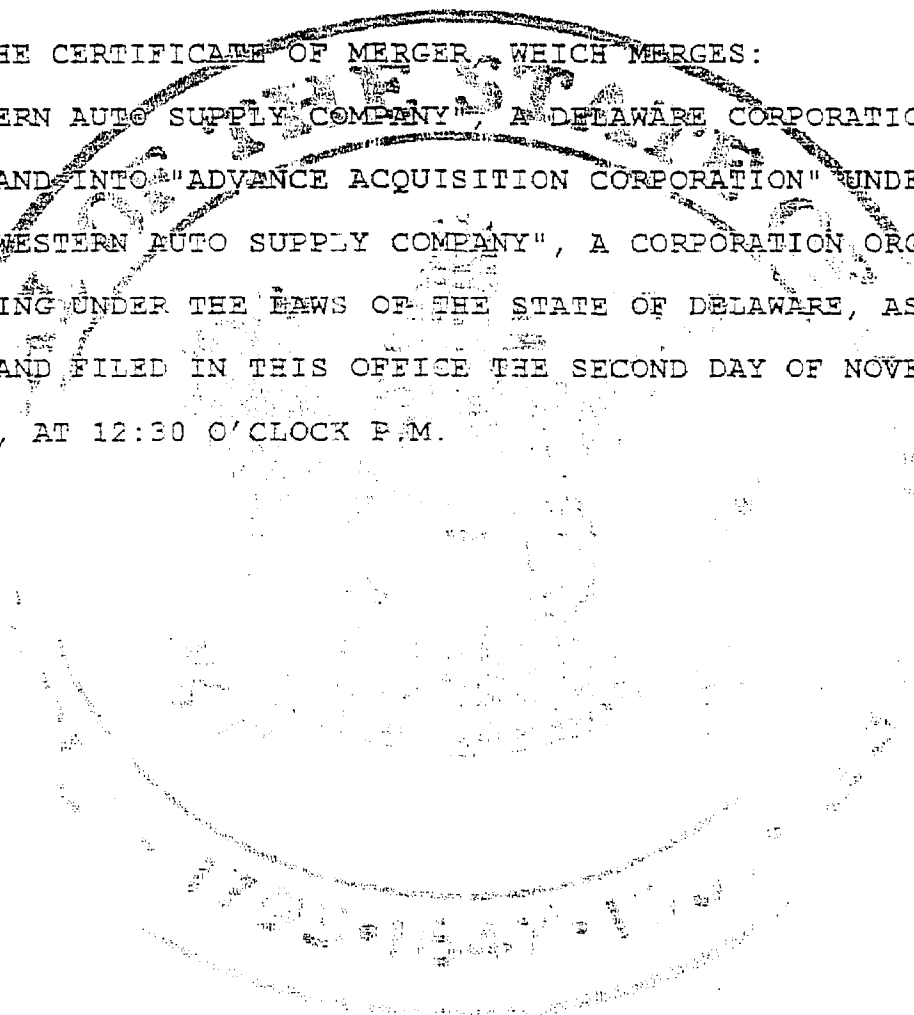
T.A. Branscom
Signature

10/26/00

Date Signed

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.



Edward J. Freel

Edward J. Freel, Secretary of State

0571802 8100M

AUTHENTICATION: 9532007

991024253

DATE: 01-21-99

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."

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")."

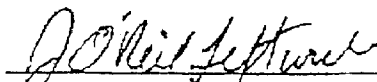
SIXTH: The executed Agreement is on file at the principal place of business of the Company at 5673 Airport Road, Roanoke, Virginia 24012.

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
Senior Vice President and
Chief Financial Officer

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