

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/29/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Procompetition Tire and Wheel Company, Inc.		11/29/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	PTW Delaware Corp.
Street Address:	801 West Artesia Blvd.
City:	Compton
State/Country:	CALIFORNIA
Postal Code:	90220
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	76630262	PRO COMP
Serial Number:	76525590	STREET LOCK

CORRESPONDENCE DATA

Fax Number: (212)446-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-446-4800
 Email: hsmith@kirkland.com
 Correspondent Name: Hayley Smith, Kirkland & Ellis LLP
 Address Line 1: 153 East 53rd Street
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	BS/TAP MERGER
NAME OF SUBMITTER:	Hayley Smith, Senior Legal Assistant

CH \$65.00 76630262

Signature:

//Hayley Smith//

Date:

12/19/2005

Total Attachments: 2

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Delaware

PAGE 1

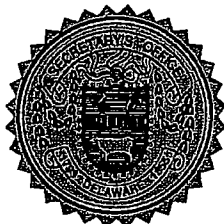
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROCOMPETITION TIRE AND WHEEL COMPANY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PTW DELAWARE CORP." UNDER THE NAME OF "PTW DELAWARE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2005, AT 7:28 O'CLOCK P.M.

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



4055534 8100M

050968895

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4328685

DATE: 11-29-05

TRADEMARK
REEL: 003212 FRAME: 0858

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:28 PM 11/29/2005
FILED 07:28 PM 11/29/2005
SRV 050968895 - 4055534 FILE

**DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PROCOMPETITION TIRE AND WHEEL COMPANY, INC.,
A CALIFORNIA CORPORATION,
INTO
PTW DELAWARE CORP.,
A DELAWARE CORPORATION**

Procompetition Tire and Wheel Company, Inc., a corporation organized and existing under the laws of the State of California,

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of California, on the 3rd day of January, 2002.

SECOND: That it owns 100 percent of the outstanding shares of the capital stock of PTW Delaware Corp., a Delaware corporation (the "Surviving Subsidiary Corporation"), which will do business in California as PTW Delaware Acquisition Corp., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 3rd day of November, 2005.

THIRD: That its Board of Directors at a meeting held on the 23rd day of November, 2005, determined to merge this corporation into the Surviving Subsidiary Corporation, and did adopt the following resolutions:

RESOLVED, that this Corporation merge into the Surviving Subsidiary Corporation, its wholly-owned subsidiary corporation, and the Surviving Subsidiary Corporation shall assume all of this Corporation's obligations pursuant to Section 1110 of the California Corporations Code.

RESOLVED, FURTHER, that each outstanding share of Common Stock shall be converted into one share of Common Stock of the Surviving Subsidiary Corporation.

FOURTH: That the foregoing resolutions relating to the merger have been adopted approved, certified, executed and acknowledged by this Corporation according to the laws of the State of California under which this Corporation was organized.

FIFTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of voting common stock of this Corporation.

IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by an authorized officer this 29th day of November, 2005.

By /s/ Darren Marcus Salvin
Darren Marcus Salvin, Assistant Secretary