

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PTW Delaware Corp.		11/30/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Procompetition Tire & Wheels Company,LLC f/k/a PTW Acquisition, LLC
Street Address:	801 West Artesia Blvd.
City:	Compton
State/Country:	CALIFORNIA
Postal Code:	90220
Entity Type:	LIMITED LIABILITY COMPANY: 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
Signature:	//Hayley Smith//

CH \$65.00 76630262

Date:

12/19/2005

**Total Attachments: 3**

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# Delaware

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*The First State*

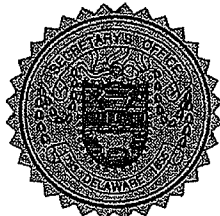
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PTW DELAWARE CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "PTW ACQUISITION, LLC" UNDER THE NAME OF  
"PROCOMPETITION TIRE & WHEELS COMPANY, LLC", A LIMITED LIABILITY  
COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF  
DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY  
OF NOVEMBER, A.D. 2005, AT 3:12 O'CLOCK P.M.

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

4034684 8100M

050972007



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4331799

DATE: 11-30-05

TRADEMARK  
REEL: 003212 FRAME: 0865

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:14 PM 11/30/2005  
FILED 03:12 PM 11/30/2005  
SRV 050972007 - 4034684 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving limited liability company is PTW Acquisition, LLC and the name of the corporation being merged into this surviving limited liability company is PTW Delaware Corp.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

**THIRD:** The name of the surviving limited liability company is PTW Acquisition, LLC To be amended to: Article First: Procompetition Tire & Wheels Company, LLC

**FOURTH:** The merger is to become effective on filing of this Certificate of Merger

**FIFTH:** The Agreement of Merger is on file at 801 West Artesia Boulevard,  
Compton, CA 90220, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 30th day of November, A.D., 2005.

By:   
Authorized Person

Name: OLEG ADUEL  
Print or Type

Title: Chief Executive Officer