

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
Transamerican Auto Parts Company, Inc.		11/29/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	76488941	4 WHEEL PARTS
Serial Number:	78572616	OFF-ROAD ADVENTURES
Registration Number:	2937233	4WHEEL PARTS
Registration Number:	2194845	GENUINE GEAR

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
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CH \$115.00 76488941

NAME OF SUBMITTER:	Hayley Smith, Senior Legal Assistant
Signature:	//Hayley Smith//
Date:	12/19/2005
Total Attachments: 2 source=Transamerican and TAP Del Corp 11-29-05#page1.tif source=Transamerican and TAP Del Corp 11-29-05#page2.tif	

Delaware

PAGE 1

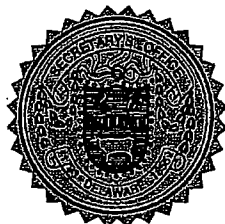
The First State

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:

"TRANSAMERICAN AUTO PARTS COMPANY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "TAP DELAWARE CORP." UNDER THE NAME OF "TAP 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.



4055537 8100M

050968894

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4328680

DATE: 11-29-05

TRADEMARK
REEL: 003213 FRAME: 0196

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:28 PM 11/29/2005
FILED 07:28 PM 11/29/2005
SRV 050968894 - 4055537 FILE

DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
TRANSAMERICAN AUTO PARTS COMPANY, INC.,
A CALIFORNIA CORPORATION,
INTO
TAP DELAWARE CORP.,
A DELAWARE CORPORATION

Transamerican Auto Parts 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, 1961.

SECOND: That it owns 100 percent of the outstanding shares of the capital stock of TAP Delaware 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 TAP Delaware Corp., a Delaware corporation (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 Voting Common Stock shall be converted into one share of voting common stock of the Surviving Subsidiary Corporation; and that each outstanding share of Nonvoting Common Stock shall be converted into one share of Nonvoting 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