

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 02/27/2006     |

**CONVEYING PARTY DATA**

| Name                                | Formerly | Execution Date | Entity Type           |
|-------------------------------------|----------|----------------|-----------------------|
| Murray's Discount Auto Stores, Inc. |          | 02/27/2006     | CORPORATION: MICHIGAN |

**RECEIVING PARTY DATA**

|                 |                        |
|-----------------|------------------------|
| Name:           | MDAS Inc.              |
| Street Address: | 645 E. Missouri Avenue |
| City:           | Phoenix                |
| State/Country:  | ARIZONA                |
| Postal Code:    | 85012                  |
| Entity Type:    | CORPORATION: DELAWARE  |

**PROPERTY NUMBERS Total: 10**

| Property Type        | Number   | Word Mark   |
|----------------------|----------|---|
| Registration Number: | 1672249  |   |
| Registration Number: | 1956602  |   |
| Serial Number:       | 78646399 | EXPRESS PARTS AUTO PARTS FOR PROFESSIONALS                  |
| Serial Number:       | 78646375 | EXPRESS PARTS AUTO PARTS FOR PROFESSIONALS                  |
| Registration Number: | 2886176  | MURRAY'S AUTO PARTS   |
| Registration Number: | 1601501  | MURRAY'S DISCOUNT AUTO STORES<br>THE AUTO PARTS SUPERMARKET |
| Registration Number: | 1506561  | MURRAY'S DISCOUNT AUTO STORES                               |
| Serial Number:       | 78789488 | MURRAY'S VIP PROGRAM  |
| Registration Number: | 2108692  | SUPERPARTS-SUPERPEOPLE-SUPERPRICES                          |
| Registration Number: | 1730061  | WE'RE THE PLACE WITH ALL THE PARTS!                         |

**CORRESPONDENCE DATA**

OP \$265.00 1672249

Fax Number: (212)455-2502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 455-7609  
Email: ksolomon@stblaw.com  
Correspondent Name: Kirstie Howard, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

|                         |                |
|-------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | 509265/0461    |
| NAME OF SUBMITTER:      | Kirstie Howard |
| Signature:              | /kh/           |
| Date:                   | 08/02/2006     |

Total Attachments: 7  
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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 CORRECTION OF "MDAS INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2006, AT 5:03 O'CLOCK P.M.



2520175 8100

060643653

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4880203

DATE: 07-06-06

TRADEMARK  
REEL: 003360 FRAME: 0484

**CERTIFICATE OF CORRECTION  
TO THE  
CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
MURRAY'S DISCOUNT AUTO STORES, INC.  
WITH AND INTO  
MDAS INC.**

MDAS Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the name of the corporation is MDAS Inc.

SECOND: That a Certificate of Ownership and Merger Merging Murray's Discount Auto Stores, Inc. with and into MDAS Inc. (the "*Certificate of Merger*") was filed with the Secretary of State of the State of Delaware on February 15, 2006 and that the Certificate of Merger requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

THIRD: That the inaccuracy of the Certificate of Merger is that the merger shall be effective 12:01 am Eastern Standard Time on February 28, 2006.

FOURTH: That the Certificate of Merger is hereby corrected as follows:

The first "FURTHER RESOLVED" paragraph of Article FOURTH is corrected to read as follows:

**"FURTHER RESOLVED**, that the merger shall be effective 12:01 am Eastern Standard Time on February 27, 2006 (the "*Effective Time*");"

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction to be executed by its duly authorized officer this 23<sup>rd</sup> day of February, 2006.

MDAS Inc.

/s/ Randi V. Morrison

By: **Randi V. Morrison**

Its: **Vice President, General Counsel and Secretary**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:03 PM 02/23/2006  
FILED 05:03 PM 02/23/2006  
SRV 060175006 - 2520175 FILE

**TRADEMARK  
REEL: 003360 FRAME: 0485**

# 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:

"MURRAY'S DISCOUNT AUTO STORES, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "MDAS INC." UNDER THE NAME OF "MDAS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2006, AT 7:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2006, AT 12:01 O'CLOCK A.M.



2520175 8100M

060716630

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4939258

DATE: 07-31-06

TRADEMARK  
REEL: 003360 FRAME: 0486

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MURRAY'S DISCOUNT AUTO STORES, INC.**

**WITH AND INTO**

**MDAS, INC.**

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MDAS, Inc. ("*Parent*"), a corporation organized and existing under the laws of the state of Delaware, does hereby certify:

**FIRST:** That Parent was incorporated on the 28th day of June, 1995, pursuant to the Delaware General Corporation Law, Section 253 of which permits the merger of a corporation of another state and a corporation organized and existing under the laws of the state of Delaware.

**SECOND:** Parent owns 100% of the outstanding shares of each class of the stock of Murray's Discount Auto Stores, Inc. ("*Subsidiary*"), a corporation incorporated on the 28th day of June, 1995, pursuant to the Michigan Business Corporation Act.

**THIRD:** Section 735 of the Michigan Business Corporation Act permits the merger of a corporation of another state and a corporation organized and existing under the laws of the state of Michigan.

**FOURTH:** The Directors of Parent, by the following resolutions of its board of directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 14th day of February, 2006 determined to merge Subsidiary with and into Parent (the "*Merger*"):

**WHEREAS,** Parent owns all of the issued and outstanding shares of capital stock of Murray's Discount Auto Stores, Inc., a Michigan corporation (the "*Subsidiary*"); and

**WHEREAS,** the Board of Directors of Parent deem it in the best interests of Parent and its shareholder to consummate the merger of Subsidiary with and into Parent pursuant to Section 253 of the Delaware General Corporation Law and Section 735 of the Michigan Business Corporation Act (the "*Merger*"); and

**WHEREAS,** the undersigned directors have reviewed the form of the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware and with the Secretary of State of the State of Michigan in order to effect the Merger;

**NOW THEREFORE, BE IT RESOLVED**, that Subsidiary, a wholly owned subsidiary of Parent shall be merged with and into Parent, with Parent surviving the Merger. Parent shall assume all rights, properties, assets, liabilities and obligations of Subsidiary;

**FURTHER RESOLVED**, that the merger shall be effective 12:01 am Eastern Standard Time on February 28, 2006 (the "*Effective Time*");

**FURTHER RESOLVED**, that at the Effective Time: a) Parent and Subsidiary shall become a single entity, b) the separate existence of Subsidiary shall cease, and c) Parent shall assume all rights, properties, assets, liabilities and obligations of Subsidiary. At and after the Effective Time, Parent shall possess all the rights, privileges, immunities and franchises of Subsidiary and all property (real, personal and mixed) and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and every other interest of or belonging to or due to Subsidiary shall be deemed to be transferred to and vested in Parent, without further act or deed; and the title to any real estate or any interest therein vested in either Parent or Subsidiary shall not revert or be in any way impaired by reason of the Merger. Such transfer to and vesting shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required in the event of merger by law or by express provision in any contract, agreement, decree, order or other instrument to which either Parent or Subsidiary is a party or by which either is bound. Parent shall be responsible and liable for all of the liabilities of Subsidiary,

**FURTHER RESOLVED**, that the proper officers of Parent be and hereby are directed to execute the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and with the Secretary of State of the State of Michigan; and

**FURTHER RESOLVED**, that the proper officers of Parent be and hereby are authorized to take any and all further actions necessary or desirable to effectuate the Merger.

**FIFTH:** That the Merger has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the laws of the state of Delaware, under which Parent was organized, and the laws of the state of Michigan, under which Subsidiary was organized.

**SIXTH:** Anything herein to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Parent at any time prior to the date of filing with the Secretary of State of the State of Michigan.

IN WITNESS WHEREOF, MDAS, Inc. has caused this Certificate to be executed and  
filed.

/s/ Martin Fraser  
By: Martin Fraser  
Its: President and Chief Operating Officer

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## TRADEMARKS AND TRADEMARK LICENSES

| <u>TRADEMARK</u>   | <u>PLACE OF<br/>FILING</u> | <u>CLASS</u> | <u>APPLICATION<br/>NUMBER</u> | <u>REGISTRATION<br/>CERTIFICATE</u> | <u>REGISTRATION<br/>NUMBER</u> |
|--|----------------------------|--------------|-------------------------------|-------------------------------------|--------------------------------|
| DESIGN (MAN IN CAR)                                      | Federal                    | 42           | 74/140,302                    | 1/14/1992                           | 1,672,249                      |
| DESIGN (MURRAY'S FACE)                                   | Federal                    | 42           | 74/665,987                    | 2/13/1996                           | 1,956,602                      |
| EXPRESS PARTS AUTO PARTS FOR PROFESSIONALS               | Federal                    | 35           | 78/646,399                    | (2)                                 | (2)                            |
| EXPRESS PARTS AUTO PARTS FOR PROFESSIONALS & DESIGN      | Federal                    | 35           | 78/646,375                    | (2)                                 | (2)                            |
| MURRAY'S AUTO PARTS                                      | Federal                    | 35           | 76/557,248                    | 9/21/2004                           | 2,886,176                      |
| MURRAY'S DISCOUNT AUTO STORES THE AUTO PARTS SUPERMARKET | Federal                    | 42           | 73/749,749                    | 6/12/1990                           | 1,601,501                      |
| MURRAY'S DISCOUNT AUTO STORES & DESIGN                   | Federal                    | 42           | 73/689/366                    | 9/27/1998                           | 1,506,561                      |
| MURRAY'S VIP PROGRAM & DESIGN                            | Federal                    | 35           | 78/789/488                    | (2)                                 | (2)                            |
| SUPERPARTS-SUPERPEOPLE-SUPERPRICES                       | Federal                    | 35           | 75/148,731                    | 10/28/1997                          | 2,108,692                      |
| WE'RE THE PLACE WITH ALL THE PARTS!                      | Federal                    | 42           | 74/203,608                    | 11/3/1992                           | 1,730,061                      |