

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
MDAS Inc.		02/27/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Murray's 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 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: 6
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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 5:04 O'CLOCK P.M.



2520175 8100

060643653

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4880204

DATE: 07-06-06

TRADEMARK
REEL: 003360 FRAME: 0500

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

Murray's 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 Murray's Inc.

SECOND: That a Certificate of Ownership and Merger Merging MDAS Inc. with and into Murray's 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 12:02 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 in its entirety as follows:

"**FURTHER RESOLVED**, that the merger shall be effective 12:02 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 23rd day of February, 2006.

Murray's 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 05:04 PM 02/23/2006
SRV 060175026 - 2516293 FILE

**TRADEMARK
REEL: 003360 FRAME: 0501**

Delaware

PAGE 1

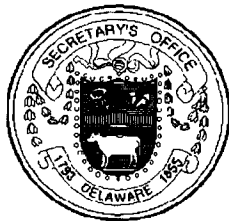
The First State

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:

"MDAS INC.", A DELAWARE CORPORATION,

WITH AND INTO "MURRAY'S INC." UNDER THE NAME OF "MURRAY'S 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 7:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 12:02 O'CLOCK A.M.



2520175 8100M
060643653

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4880202

DATE: 07-06-06

TRADEMARK
REEL: 003360 FRAME: 0502

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MDAS, INC.

WITH AND INTO

MURRAY'S INC.

Murray's 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 (the "*DGCL*"), Section 253 of which permits the merger of a parent corporation and a subsidiary corporation.

SECOND: Parent owns 100% of the outstanding shares of each class of the stock of MDAS, INC. ("*Subsidiary*"), a corporation incorporated on the 28th day of June, 1995, pursuant to the DGCL.

THIRD: 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 MDAS, Inc., a Delaware corporation ("*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 the Subsidiary with and into Parent pursuant to Section 253 of the Delaware General Corporation Law (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 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 at 12:02 am 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

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.

FOURTH: 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 and Subsidiary were organized.

FIFTH: 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 merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Murray's 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 FILING</u>	<u>CLASS</u>	<u>APPLICATION NUMBER</u>	<u>REGISTRATION CERTIFICATE</u>	<u>REGISTRATION 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