

**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 Inc.		02/27/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Fastlane Merger LLC
Street Address:	645 E. Missouri Avenue
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85012
Entity Type:	LIMITED LIABILITY COMPANY: 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 AUTOSTORES
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:	5092650461
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	08/02/2006

Total Attachments: 7  
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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 CORRECTION OF "MURRAY'S INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2006, AT 5:05 O'CLOCK P.M.



2516293 8100  
060643664

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4880231

DATE: 07-06-06

TRADEMARK  
REEL: 003360 FRAME: 0575

**CERTIFICATE OF CORRECTION  
TO THE  
CERTIFICATE OF MERGER  
OF  
MURRAY'S INC.  
WITH AND INTO  
FASTLANE MERGER LLC**

Fastlane Merger LLC, a limited liability company organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the name of the limited liability company is Fastlane Merger LLC.

SECOND: That a Certificate of Merger of Murray's Inc. with and into Fastlane Merger LLC (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 12:03 am Eastern Standard Time on February 28, 2006.

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

A. Article FOURTH is corrected to read as follows:

"FOURTH: The effective time of the merger shall be 12:03 am Eastern Standard Time on February 27, 2006."

B. Paragraph 1. of Exhibit A to the Certificate of Merger is corrected to read in its entirety as follows:

"1. Merger and Surviving Corporation. As of 12:03 am Eastern Standard Time on February 27, 2006 (the "*Effective Time*"), Subsidiary shall merge with and into Parent. Parent shall be the surviving entity. As of the Effective Time, the corporate existence of Subsidiary shall cease."

IN WITNESS WHEREOF, said limited liability company has caused this Certificate of Correction to be executed this 23<sup>rd</sup> day of February, 2006.

FASTLANE MERGER LLC  
By: CSK Auto, Inc., its sole member

/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 05:05 PM 02/23/2006  
SRV 060175038 - 4063389 FILE

# 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:

"MURRAY'S INC.", A DELAWARE CORPORATION,  
WITH AND INTO "FASTLANE MERGER LLC" UNDER THE NAME OF  
"FASTLANE MERGER LLC", A LIMITED LIABILITY COMPANY 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 7:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF  
FEBRUARY, A.D. 2006, AT 12:03 O'CLOCK A.M.



2516293 8100M  
060643664

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4880229

DATE: 07-06-06

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CERTIFICATE OF MERGER  
OF  
MURRAY'S INC.  
WITH AND INTO  
FASTLANE MERGER LLC

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Fastlane Merger LLC ("*Parent*"), a limited liability company organized and existing under the laws of the state of Delaware, hereby certifies that:

**FIRST:** The name and state of formation or incorporation of each of the constituent entities is as follows:

1. Fastlane Merger LLC, a limited liability company organized and existing under the laws of Delaware; and
2. Murray's Inc. ("*Subsidiary*"), a corporation organized and existing under the laws of the state of Delaware.

**SECOND:** An Agreement of Merger has been approved and executed by each of the constituent entities in the form attached hereto as Exhibit A.

**THIRD:** Fastlane Merger LLC shall be the surviving entity following the merger.

**FOURTH:** The effective time of the merger shall be 12:03 am Eastern Standard Time on February 28, 2006.

**FIFTH:** A copy of the Agreement of Merger is on file at the executive offices of the Parent at 645 E. Missouri Avenue, Suite 400, Phoenix, Arizona 85012-1373.

**SIXTH:** Parent owns 100% of the outstanding shares of each class of the stock of Subsidiary.

IN WITNESS WHEREOF, Fastlane Merger LLC has caused this Certificate to be executed and filed.

FASTLANE MERGER LLC  
By: CSK Auto, Inc., its sole member

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

Exhibit A

**AGREEMENT OF MERGER**

**BETWEEN**

**MURRAY'S INC.**

**AND**

**FASTLANE MERGER LLC**

This Agreement of Merger (this "*Agreement*") dated as of February 14, 2006 is by and between Murray's Inc., a Delaware corporation ("*Subsidiary*"), and Fastlane Merger LLC, a Delaware limited liability company ("*Parent*" and, together with Subsidiary, the "*Constituent Entities*").

WHEREAS, the sole member of Parent deems it advisable that Subsidiary be merged with and into Parent, and Parent shall be the surviving entity in the merger (the "*Merger*"), as hereinafter agreed and specified,

WHEREAS, 100% of the outstanding shares of each class of stock of Subsidiary are owned by Parent;

NOW THEREFORE, in consideration of the premises, and the covenants, terms and conditions below, the Constituent Entities hereby agree as follows:

1. Merger and Surviving Corporation. As of 12:03 am Eastern Standard Time on February 28, 2006 (the "*Effective Time*"), Subsidiary shall merge with and into Parent. Parent shall be the surviving entity. As of the Effective Time, the corporate existence of Subsidiary shall cease.
2. Outstanding Shares. None of the membership interests of Parent shall be converted as a result of the Merger and all such interests shall remain unchanged. The outstanding shares of stock of Subsidiary shall be cancelled at the Merger, and shall thereafter be null, void and of no further force or effect.
3. Approval. This Agreement has been approved by the sole member of Fastlane Merger LLC. This Agreement has been approved by the sole shareholder of Subsidiary. Pursuant to Section 253 of the Delaware General Corporation Law, the approval of the Board of Directors of Subsidiary is not required.
4. Effect of Merger. At the Effective Time: a) the Constituent Entities shall be 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

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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 of the Constituent Entities 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 of the Constituent Entities is a party or by which either is bound. Parent shall be responsible and liable for all of the liabilities of Subsidiary.

5. Certificate of Formation. The certificate of formation of Parent in effect at the Effective Time shall continue in full force and effect.

6. Limited Liability Company Agreement. The limited liability company agreement of Parent at the Effective Time shall continue in full force and effect.

IN WITNESS WHEREOF, Parent and Subsidiary have executed this Agreement as of the date first above written.

Murray's Inc.

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

Fastlane Merger LLC  
By: CSK Auto, Inc.  
Its sole member

/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