

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:	8080 Haggerty Road
City:	Belleville
State/Country:	MICHIGAN
Postal Code:	48111
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1672249	
Registration Number:	1956602	
Serial Number:	78646375	EXPRESS PARTS AUTO PARTS FOR PROFESSIONALS
Serial Number:	78646399	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!

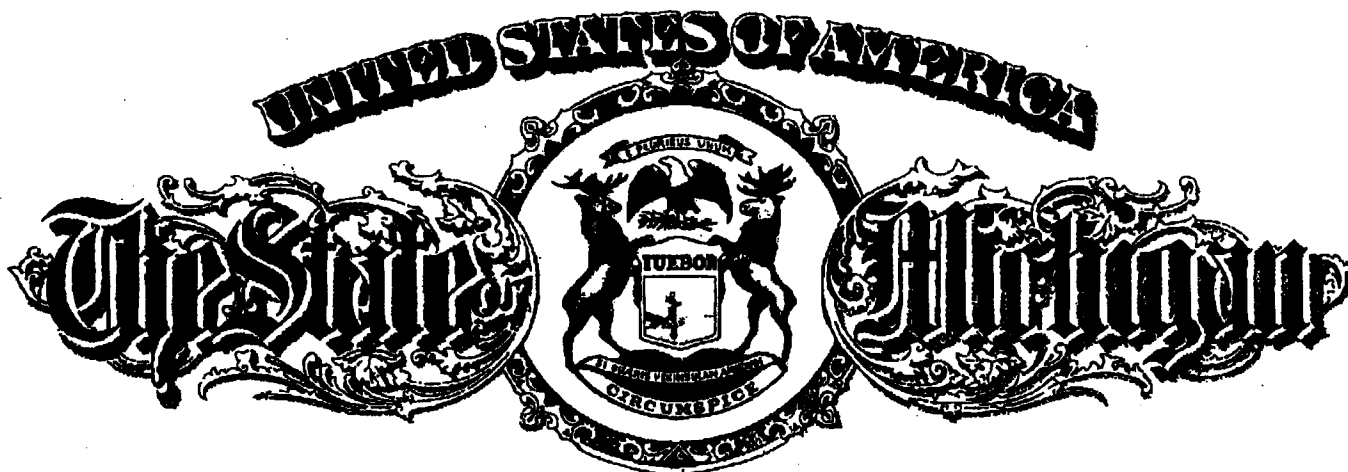
CORRESPONDENCE DATA

CH \$265.00 1672249

Fax Number: (602)734-3750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 602.262.5311
Email: trademarks@lrlaw.com
Correspondent Name: Sean D. Garrison
Address Line 1: 40 North Central Avenue, 19th Floor
Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	44148.3
NAME OF SUBMITTER:	Sean D. Garrison
Signature:	/Sean D. Garrison/
Date:	08/14/2006

Total Attachments: 7
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Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of February, 2006

Andrew S. Mitchell, Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

**TRADEMARK
REEL: 003368 FRAME: 0381**

587

307-308

RECEIVED

CERTIFICATE OF OWNERSHIP AND MERGER

FILED

FEB 16 2006

MERGING

FEB 17 2006

MI DEPT. OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

MURRAY'S DISCOUNT AUTO STORES, INC.

Administrator
BUREAU OF COMMERCIAL SERVICES

WITH AND INTO

MDAS, INC.

Effective Date: February 28, 2006

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 State of Michigan in order to effect the Merger;

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TRADEMARK
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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 State of Michigan; and

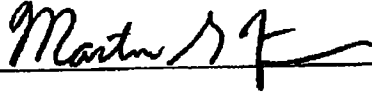
FURTHER RESOLVED, that the proper officers of Parent be and hereby are authorized to take any and all further actions necessary or desirable to effectuate the Merger.

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: That 1,000 shares of Subsidiary are issued and outstanding, all of which are held by Parent and shall be cancelled in the Merger.

SEVENTH: 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 Corporation Division of the State of Michigan.

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

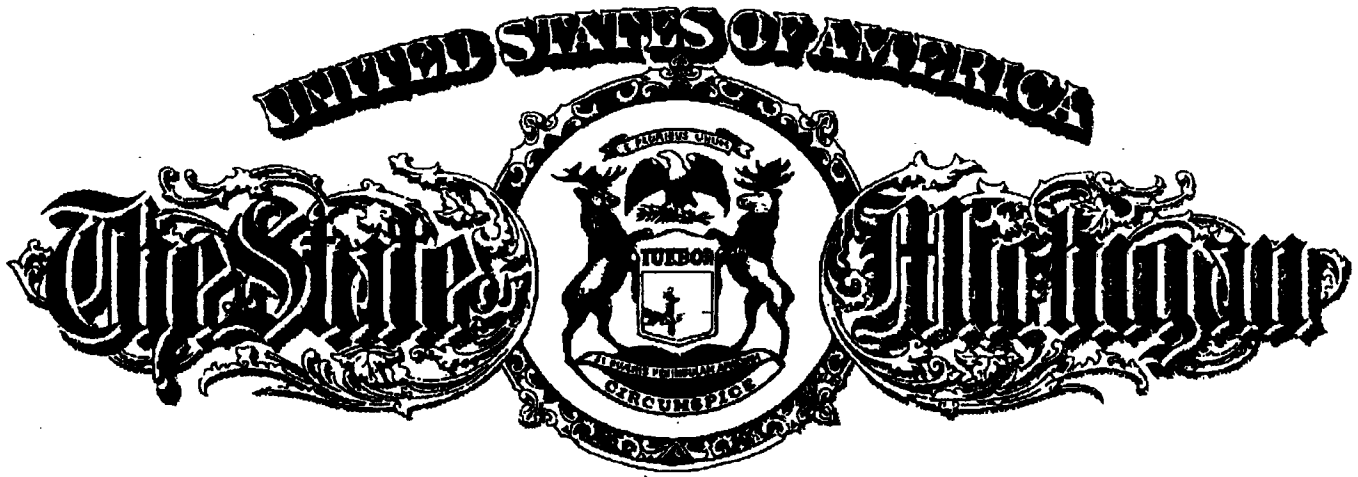


By: **MARTIN FRASER**  **President and COO**
Title:

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TRADEMARK
REEL: 003368 FRAME: 0384



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 23rd day of February, 2006

Andrew S. Mitchell, Director

Bureau of Commercial Services

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**TRADEMARK
REEL: 003368 FRAME: 0385**

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

FEB 23 2006

Administrator
BUREAU OF COMMERCIAL SERVICES

2-27-06

EFFECTIVE DATE:

Name
Address
City State Zip Code

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF CORRECTION
For use by Corporations and Limited Liability Companies
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

1. The name of the corporation or limited liability company is:
Murray's Discount Auto Stores, Inc.
2. The identification number assigned by the Bureau is: 307-308
3. The corporation or limited liability company is formed under the laws of the State of Michigan

4. That a Certificate of Merger
(Title of Document Being Corrected)
was filed by the Bureau on February 17, 2006 and that said document requires correction.

5. Describe the inaccuracy or defect contained in the above named document:
Item IV states an incorrect effective date of 2/28/06 at 12:01 am Eastern Standard Time

6. The document is corrected as follows:
Item IV The merger shall be effective 12:01 am Eastern Standard Time on February 27, 2006.

7. This document is hereby executed in the same manner as the Act requires the document being corrected to be executed.

Signed this _____ day of _____, _____

By _____ (Signature) By _____ (Signature) By _____ (Signature)

See Attached Signature Page
(Type or Print Name and Title) (Type or Print Name and Title) (Type or Print Name and Title)

JR
51000 CC 192139 dmv

Signed this 23rd day of February, 2006.

MDAS, Inc.



BY RANDI V. MORRISON

Its: Vice President, General Counsel & Secretary