U.S. Auto Parts Network, Inc.
Form S-1/A
January 10, 2007
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As filed with the Securities and Exchange Commission on January 10, 2007

Registration No. 333-138379

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

TO

Form S-1

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

U.S. Auto Parts Network, Inc.

(Exact name of registrant as specified in its charter)

Delaware	5531	68-0623433
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Number)	(I.R.S. Employer Identification No.)

17150 South Margay Avenue

Carson, CA 90746

(310) 719-8666

(Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Michael J. McClane

Chief Financial Officer, Executive Vice President of Finance, Treasurer and Secretary

U.S. Auto Parts Network, Inc.

17150 South Margay Avenue

Carson, CA 90746

(310) 735-0085

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, $0.001 par value	$138,000,000	$14,766

(1) Includes the offering price attributable to shares that the Underwriters have the option to purchase solely to cover over-allotments, if any.
(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
(3) $10,700 was previously paid, and $4,066 is being submitted herewith.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. Neither we nor the selling stockholders may sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated January 10, 2007

PROSPECTUS

10,000,000 Shares

Common Stock

This is U.S. Auto Parts Network, Inc. s initial public offering. We are offering 8,000,000 shares of our common stock and 2,000,000 shares are being offered by the selling stockholders identified in this prospectus. We will not receive any of the proceeds from the sale of the shares by the selling stockholders.

We expect the public offering price to be between $10.00 and $12.00 per share. Currently, no public market exists for the shares. After pricing the offering, we expect that the common stock will be traded on the NASDAQ Global Market under the symbol PRTS.

Investing in our common stock involves risks. See Risk Factors beginning on page 8.

PRICE $ PER SHARE

	Per Share	Total
Public offering price	$	$
Underwriting discounts and commissions	$	$
Net proceeds, before expenses, to U.S. Auto Parts	$	$
Net proceeds, before expenses, to the selling stockholders	$	$

The underwriters may also purchase up to an additional 1,500,000 shares from the selling stockholders at the public offering price, less the underwriting discounts and commissions, within 30 days from the date of this prospectus to cover over-allotments, if any.

The underwriters expect to deliver the shares on or about , 2007.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

RBC CAPITAL MARKETS **THOMAS WEISEL PARTNERS LLC**

PIPER JAFFRAY **JMP SECURITIES**

, 2007.

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You should rely only on the information contained in this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you different or inconsistent information, you should not rely on it. We and the selling stockholders are offering to sell and seeking offers to buy shares of our common stock only in jurisdictions where offers or sales are permitted. The information in this prospectus is only accurate as of the date of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

For investors outside the United States: Neither we nor any of the underwriters for the offering of our common stock have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about, and to observe any restrictions relating to, our offering and the distribution of this prospectus.

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus and may not contain all the information you should consider before investing in our common stock. You should read the entire prospectus carefully, including the Risk Factors and the consolidated financial statements and related notes, before making an investment decision.

Our Business

Overview

We are a leading online provider of aftermarket auto parts, including body parts, engine parts, performance parts and accessories. Our network of websites provides individual consumers with a comprehensive selection of approximately 550,000 products, identified as stock keeping units or SKUs. We have developed a proprietary product database that maps our 550,000 SKUs to over 4.3 million product applications based on vehicle makes, models and years. Our flagship websites are located at *www.partstrain.com* and *www.autopartswarehouse.com*, and our corporate website is located at *www.usautoparts.net*.

Our online sales channel and relationships with suppliers enable us to eliminate several intermediaries in the traditional auto parts supply chain, allowing us to acquire many of our products directly from manufacturers and sell them to our customers. Additionally, as an online retailer, we do not incur many of the costs associated with operating brick and mortar stores. We believe that our ability to disintermediate the auto parts supply chain, combined with our efficient e-commerce platform, enables us to sell products at competitive prices while achieving higher operating margins and return on invested capital than many traditional automotive parts retailers.

Our business has grown consistently since we launched our first website in 2000. Net sales increased to $59.7 million and $83.5 million for the year ended December 31, 2005 and the nine months ended September 30, 2006, respectively, from $40.7 million and $44.0 million for the year ended December 31, 2004 and the nine months ended September 30, 2005, respectively. Net income decreased slightly to $6.8 million and $3.4 million for the year ended December 31, 2005 and the nine months ended September 30, 2006, respectively, from $7.1 million and $4.8 million for the year ended December 31, 2004 and the nine months ended September 30, 2005, respectively. Our Adjusted EBITDA increased to $8.8 million and $10.0 million for the year ended December 31, 2005 and the nine months ended September 30, 2006, respectively, from $8.0 million and $6.1 million for the year ended December 31, 2004 and the nine months ended September 30, 2005, respectively.

In addition, we have experienced continued growth in the number of monthly unique visitors to our websites. In September 2006, approximately 6.8 million unique visitors viewed our websites. The number of orders placed through our e-commerce websites has also increased to approximately 288,000 and 505,000 for the year ended December 31, 2005 and the nine months ended September 30, 2006, respectively, from approximately 201,000 and 207,000 for the year ended December 31, 2004 and the nine months ended September 30, 2005, respectively. The average order value of purchases on our websites for the nine months ended September 30, 2006 was approximately $120.

Industry Overview

The United States automotive aftermarket industry is forecasted to be $204 billion in 2006 according to the Automotive Aftermarket Industry Association, or AAIA, an independent trade association. Our

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addressable market is forecasted by AAIA to be approximately $91.3 billion, which consists of approximately $37.8 billion in sales to Do-It-Yourself, or DIY, customers, and approximately $53.5 billion in sales to Do-It-For-Me, or DIFM, customers. While the U.S. auto parts aftermarket is a large market characterized by modest growth, we believe there is an opportunity for e-commerce aftermarket auto parts retailers to grow faster than the overall market.

According to Forrester Research, an independent market research firm, online purchases by U.S. consumers are expected to grow from approximately $172 billion in 2005 to approximately $329 billion by 2010, representing a 13.9% compound annual growth rate. In 2006, the online and mail order portion of aftermarket auto part sales is forecasted to be $2.7 billion according to the AAIA. While the portion of online and mail order sales represents only 3% of our addressable market, we believe online penetration rates of aftermarket auto parts consumers will continue to increase and, as a result, sales for online aftermarket auto parts are expected to continue to grow at a faster rate than the overall auto parts market.

The auto parts market has traditionally been fragmented and inefficient, with multiple intermediaries, including importers, wholesalers, distributors and retailers, between manufacturers and consumers. Furthermore, auto parts retailers who operate brick and mortar stores generally stock only a small percentage of the products that are available for sale. The fragmented nature of the auto parts market has also meant an absence of a centralized database or a comprehensive, master catalog of products, which maps all aftermarket auto parts to all relevant applications for such parts. We believe this inadequacy of information leads to inefficiencies in the sale and purchase process for both the retailer and the consumer.

Our Solution

We believe our solution addresses the problems faced in the traditional auto parts market and provides additional benefits for our customers. The key components of our solution include:

- disintermediation of the traditional auto parts supply chain, which enables us to eliminate several intermediaries, allowing us to offer auto parts at competitive prices while maintaining higher profit margins;
- a leading network of aftermarket auto parts websites;
- a proprietary product catalog that maps our 550,000 SKUs to over 4.3 million product applications based on vehicle makes, models and years;
- flexible fulfillment methods that allow us to offer a broad selection of products, while effectively managing our inventory and enhancing our overall profitability;
- low-cost offshore and outsourced operations in the Philippines and India, which are responsible for a majority of the development and maintenance of our websites and product catalog and customer service and sales functions; and
- long-standing, strong supplier relationships with manufacturers and distributors located in Asia and the United States.

Benefits to Customers

We believe our solution provides multiple benefits to our customers, including:

- broad product selection and availability;
- competitive pricing;

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- prompt order fulfillment;
- detailed product information; and
- an overall satisfying shopping experience and knowledgeable customer service.

Our Growth Strategy

Our primary objective is to continue our growth and to strengthen our position as a leading online provider of aftermarket auto parts. The key elements of our strategy are as follows:

- expand our product offering;
- cost-effectively increase the number of visitors to our websites;
- increase our visitor conversion rate;
- increase repeat customers;
- expand e-commerce distribution channels; and
- pursue strategic acquisitions that augment our business.

Corporate Information

We were formed as a California corporation in 1995 and reincorporated in Delaware in March 2006. Our executive offices are located at 17150 South Margay Avenue, Carson, California 90746, and our telephone number is (310) 719-8666. Our corporate website is located at *www.usautoparts.net.* Our flagship retail websites are located at *www.partstrain.com* and *www.autopartswarehouse.com.* The information contained in, or that can be accessed through, our websites does not constitute a part of this prospectus. Unless the context requires otherwise, as used in this prospectus, the terms U.S. Auto Parts, we, us and our refer to U.S. Auto Parts Network, Inc. and its subsidiaries, and the term Partsbin refers to All OEM Parts, Inc., ThePartsBin.com, Inc. and their affiliated companies, which we acquired in May 2006.

U.S. Auto Parts, U.S. Auto Parts Network, PartsTrain, Partsbin, Kool-Vue and Auto-Vend are our United States common law trademarks. All other trademarks and trade names appearing in this prospectus are the property of their respective owners.

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The Offering

Common stock offered by us	8,000,000 shares
Common stock offered by the selling stockholders	2,000,000 shares
Common stock to be outstanding after this offering	29,832,927 shares
Use of proceeds	For repayment of approximately $33.0 million of indebtedness and for working capital and other general corporate purposes, including expanding our infrastructure and sales and marketing activities. In addition, we may use a portion of the net proceeds for acquisitions and investments in complementary businesses, technologies and strategic relationships. See Use of Proceeds.
Risk Factors	See Risk Factors and the other information included in this prospectus for a discussion of factors you should consider carefully before investing in shares of our common stock.
Proposed NASDAQ Global Market symbol	PRTS

The number of shares of common stock outstanding after this offering is based on 21,832,927 shares outstanding as of December 31, 2006, which assumes the conversion of all of our outstanding preferred stock into 6,633,255 shares of common stock immediately prior to the completion of this offering, and does not include 2,400,000 shares of common stock reserved for future grant or issuance under our 2007 Omnibus Incentive Plan adopted in January 2007, and does not include, as of December 31, 2006:

- 2,786,532 shares of common stock issuable upon the exercise of outstanding options at a weighted average exercise price of $9.04 per share;
- 716,309 shares of common stock reserved for future grant or issuance under our 2006 Equity Incentive Plan; and
- 84,332 shares of common stock issuable upon the exercise of outstanding warrants at a weighted average exercise price of $7.29 per share.

Unless otherwise indicated, all information in this prospectus assumes:

- the underwriters will not exercise their over-allotment option to purchase up to 1,500,000 additional shares of common stock from the selling stockholders;
- no other person will exercise any other outstanding options or warrants;

the initial public offering price will be $11.00 per share, which is the midpoint of the range set forth on the cover of this prospectus; and

the effect of a 3-for-5 reverse stock split, which occurred in January 2007.

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Summary Consolidated Financial Data

The following tables summarize our consolidated financial data for the periods presented and should be read together with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes appearing elsewhere in this prospectus. The summary consolidated financial data for the years ended December 31, 2003, 2004 and 2005 are derived from our audited consolidated financial statements. We have also included data from our unaudited consolidated financial statements for the nine months ended September 30, 2005 and 2006.

	Years Ended December 31,				Nine Months Ended September 30,		
	2003	2004	2005	Pro Forma 2005(1) (unaudited)	2005 (unaudited)	2006 (unaudited)	Pro Forma 2006(1) (unaudited)
	(in thousands, except share and per share data)						
Consolidated Statement of Income Data:							
Net sales	$31,657	$40,658	$59,698	$98,168	$43,979	$83,514	$107,366
Cost of sales	17,814	21,334	34,829	64,362	25,876	53,779	71,614
Gross profit	13,843	19,324	24,869	33,806	18,103	29,735	35,752
Operating expenses:							
General and administrative(2)	2,284	3,599	7,254	10,325	5,555	7,081	8,694
Marketing(2)	3,617	4,526	5,802	10,862	4,315	10,313	13,539
Fulfillment(2)	3,246	2,990	4,357	4,407	3,162	3,589	3,608
Technology(2)	405	776	868	1,431	596	992	1,305
Amortization of intangibles		8	17	8,176	13	3,037	6,174
Total operating expenses	9,552	11,899	18,298	35,201	13,641	25,012	33,320
Income (loss) from operations	4,291	7,425	6,571	(1,395)	4,462	4,723	2,432
Other income (expense), net	(42)	36	85	(1,852)	97	(800)	(1,529)
Income (loss) before income taxes	4,249	7,461	6,656	(3,247)	4,559	3,923	903
Income tax provision (benefit)	478	328	(163)	(195)	(199)	479	(259)
Net income (loss)	$3,771	$7,133	$6,819	$(3,052)	$4,758	$3,444	$1,162
Basic net income (loss) per share	$0.33	$0.54	$0.52	$(0.20)	$0.36	$0.24	$0.08
Diluted net income (loss) per share	$0.33	$0.54	$0.52	$(0.20)	$0.36	$0.18	$0.06
Shares used in computation of basic net income (loss) per share	11,276,876	13,200,000	13,200,000	15,183,315	13,200,000	14,180,869	15,190,687
Shares used in computation of diluted net income (loss) per share	11,276,876	13,200,000	13,200,000	15,183,315	13,200,000	19,362,189	20,372,007
Non-GAAP Financial Measures:							
EBITDA(3)	4,382	7,961	8,755	8,947	6,095	9,438	10,386
Adjusted EBITDA(3)	4,382	7,961	8,755	8,947	6,095	10,042	10,990
Unaudited Pro Forma Statement of Income Data(4):							
Income (loss) before income taxes	4,249	7,461	6,656	(3,247)	4,559	3,923	903
Pro forma provision (benefit) for income taxes	1,729	2,964	2,657	(1,301)	1,822	1,664	418
Pro forma net income (loss)	$2,520	$4,497	$3,999	$(1,946)	$2,737	$2,259	$485
Pro forma basic net income (loss) per share	$0.22	$0.34	$0.20	$(0.13)	$0.21	$0.11	$0.03
Pro forma diluted net income (loss) per share	$0.22	$0.34	$0.20	$(0.13)	$0.21	$0.11	$0.02
Shares used in computation of pro forma basic net income per share	11,276,876	13,200,000	19,833,255	15,183,315	13,200,000	20,814,124	15,190,687

Shares used in computation of pro forma diluted net income per share	11,276,876	13,200,000	19,833,255	15,183,315	13,200,000	20,844,345	20,372,007

(see footnotes on next page)

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(footnotes to prior page)

(1) The pro forma financial information gives effect to the acquisition of Partsbin as if the acquisition occurred on January 1, 2005. See Unaudited Pro Forma Combined Statement of Operations.

(2) Includes share-based compensation expense related to option grants, as follows:

	Years Ended December 31,				Nine Months Ended September 30,		
	2003	2004	2005	Pro Forma 2005(1) (unaudited)	2005 (unaudited)	2006 (unaudited)	Pro Forma 2006(1) (unaudited)
				(in thousands)			
General and administrative	$	$	$	$	$	$ 359	$ 359
Marketing						126	126
Fulfillment						16	16
Technology						103	103
	$	$	$	$	$	$ 604	$ 604

(3) EBITDA and Adjusted EBITDA are supplemental non-GAAP financial measures. GAAP means generally accepted accounting principles in the United States. EBITDA is equal to net income plus (a) interest expense, net; (b) income tax provision (benefit); (c) amortization of intangibles; and (d) depreciation and amortization. Our definition of Adjusted EBITDA is different from EBITDA because we further adjust EBITDA to exclude share-based compensation expense. A reconciliation of these non-GAAP financial measures to net income is set forth in the related table under Non-GAAP Financial Measures below.

(4) Presents pro forma provision for income taxes and pro forma net income as if we operated as a C corporation in all periods presented. As part of this presentation, pro forma basic net income per share for the year ended December 31, 2005 and the nine months ended September 30, 2006 also give effect to the conversion of our Series A convertible preferred stock into common stock immediately prior to the closing of this offering. See Note 1 and Note 8 of the Notes to our Consolidated Financial Statements included elsewhere in this prospectus for an explanation of the unaudited pro forma statement of income data.

The pro forma as adjusted consolidated balance sheet data below give effect to the conversion of all of our outstanding preferred stock into 6,633,255 shares of our common stock immediately prior to the closing of this offering, as well as the receipt of the estimated proceeds from the sale of the 8,000,000 shares of common stock offered by us in this offering at an assumed initial offering price of $11.00 per share, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, and the repayment after the closing of this offering of approximately $33.0 million of indebtedness incurred primarily in connection with our acquisition of Partsbin.

	As of September 30, 2006	
	Actual	Pro Forma As Adjusted
	(unaudited) (in thousands)	
Consolidated Balance Sheet Data:		
Cash and cash equivalents	$ 3,287	$ 49,595

Working capital	(4,832)	47,990
Total assets	68,718	114,340
Total debt, including current portion, capital lease obligations and notes payable to stockholders	34,888	182
Stockholders equity	20,138	108,138

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Non-GAAP Financial Measures

Regulation G, Conditions for Use of Non-GAAP Financial Measures, and other provisions of the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for use of certain non-GAAP financial information. We provide EBITDA and Adjusted EBITDA, which are non-GAAP financial measures, because we believe such measures are important supplemental information for investors. We calculate EBITDA as net income before (a) interest expense, net; (b) income tax provision (benefit); (c) amortization of intangibles; and (d) depreciation and amortization. Adjusted EBITDA further adjusts EBITDA to exclude share-based compensation expense related to our grant of stock options and other equity instruments. These non-GAAP financial measures are used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. These non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, provide a more complete understanding of factors and trends affecting our business.

We use EBITDA and Adjusted EBITDA:

- as measurements of our operating performance because they assist us in comparing our operating performance on a consistent basis by removing the impact of items not directly resulting from our core operations;
- for planning purposes, including the preparation of our internal budget;
- to allocate resources to enhance the financial performance of our business;
- to evaluate the effectiveness of our operational strategies; and
- to evaluate our capacity to fund capital expenditures and expand our business.

We also believe that analysts and investors use EBITDA and Adjusted EBITDA as supplemental measures to evaluate the overall operating performance of companies in our industry.

Management strongly encourages investors to review our consolidated financial statements in their entirety and to not rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies non-GAAP financial measures having the same or similar names. For information about our financial results as reported in accordance with GAAP, see our consolidated financial statements and related notes included in this prospectus.

The table below reconciles net income (loss) to EBITDA and Adjusted EBITDA for the periods presented:

	Years Ended December 31,				Nine Months Ended September 30,		
	2003	2004	2005	Pro Forma 2005(1) (unaudited)	2005 (unaudited)	2006 (unaudited)	Pro Forma 2006(1) (unaudited)
	(in thousands)						
Net income (loss)	$ 3,771	$ 7,133	$ 6,819	$ (3,052)	$ 4,758	$ 3,444	$ 1,162
Interest expense, net	13	44	106	1,931	68	950	1,657
Income tax provision (benefit)	478	328	(163)	(195)	(199)	479	(259)
Amortization of intangibles		8	17	8,176	13	3,037	6,174
Depreciation and amortization	120	448	1,976	2,087	1,455	1,528	1,652
EBITDA	4,382	7,961	8,755	8,947	6,095	9,438	10,386

Share-based compensation						604	604
Adjusted EBITDA	$ 4,382	$ 7,961	$ 8,755	$ 8,947	$ 6,095	$ 10,042	$ 10,990

(1) The pro forma financial information gives effect to the acquisition of Partsbin as if the acquisition occurred on January 1, 2005.

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RISK FACTORS

You should consider carefully the following risks before you decide to purchase our common stock. Additional risks and uncertainties not presently known to us or that we currently believe are not important may also impair our business operations. If any of the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected, the value of our common stock could decline and you may lose all or part of your investment.

Risks Relating to Our Business

Purchasers of aftermarket auto parts may not choose to shop online, which would prevent us from acquiring new customers who are necessary to the growth of our business

The online market for aftermarket auto parts is less developed than the online market for many other business and consumer products. Our success will depend in part on our ability to attract new customers and customers who have historically purchased auto parts through traditional retail and wholesale operations. Furthermore, we may have to incur significantly higher and more sustained advertising and promotional expenditures or price our products more competitively than we currently anticipate in order to attract additional online consumers to our websites and convert them into purchasing customers. Specific factors that could prevent prospective customers from purchasing from us include:

- concerns about buying auto parts without face-to-face interaction with sales personnel;
- the inability to physically handle, examine and compare products;
- delivery time associated with Internet orders;
- concerns about the security of online transactions and the privacy of personal information;
- delayed shipments or shipments of incorrect or damaged products; and
- the inconvenience associated with returning or exchanging items purchased online.

If the online market for auto parts does not gain widespread acceptance, our business and financial results may suffer.

We depend on search engines and other online sources to attract visitors to our websites, and if we are unable to attract these visitors and convert them into customers in a cost-effective manner, our business and results of operations will be harmed

Our success depends on our ability to attract online consumers to our websites and convert them into customers in a cost-effective manner. We are significantly dependent upon search engines, shopping comparison sites and other online sources for our website traffic. We are included in search results as a result of both paid search listings, where we purchase specific search terms that will result in the inclusion of our listing, and algorithmic searches that depend upon the searchable content on our sites. Algorithmic listings cannot be purchased and instead are determined and displayed solely by a set of formulas utilized by the search engine. We rely on both algorithmic and purchased listings to attract and direct consumers to our websites. Search engines, shopping comparison sites and other online sources revise their algorithms from time to time in an attempt to optimize their search results. If one or more of the search engines, shopping comparison sites or other online sources on which we rely for website traffic were to modify its general methodology for how it displays our websites, resulting in fewer consumers clicking through to our websites, our financial results could be adversely affected. In particular, Yahoo! has announced that it is changing the manner in which it handles paid search listings to an approach similar to the one used by Google. We believe this change will make it more difficult for us to ascertain what other companies are

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bidding for specific key words. The adoption of this approach by Yahoo! and other paid search providers could significantly increase the cost of our Internet advertising. In addition, if any free search engine or shopping comparison site on which we rely begins charging fees for listing or placement, or if one or more of the search engines, shopping comparison sites and other online sources on which we rely for purchased listings, modifies or terminates its relationship with us, our expenses could rise, we could lose customers and traffic to our websites could decrease. In addition, our success in attracting visitors who convert to customers will depend in part upon our ability to identify and purchase relevant search terms, provide relevant content on our sites, and effectively target our other marketing programs such as e-mail campaigns and affiliate programs. If we are unable to attract visitors to our websites and convert them to customers in a cost-effective manner, then our business and financial results may be harmed.

We are dependent upon relationships with suppliers in Taiwan, China and the United States for the vast majority of our products

We acquire substantially all of our products from manufacturers and distributors located in Taiwan, China and the United States. Our top five suppliers represented approximately 47.4% of our total product purchases in 2005 and 55.5% for the nine months ended September 30, 2006. We do not have any long-term contracts or exclusive agreements with our suppliers that would ensure our ability to acquire the types and quantities of products we desire at acceptable prices and in a timely manner. In addition, our ability to acquire products from our suppliers in amounts and on terms acceptable to us is dependent upon a number of factors that could affect our suppliers and which are beyond our control. For example, financial or operational difficulties that some of our suppliers may face may increase the cost of the products we purchase from them. In addition, the trend towards consolidation among auto parts suppliers may disrupt or end our relationship with some suppliers, and could lead to less competition and, consequently, higher prices.

In addition, because many of our suppliers are outside of the United States, additional factors could interrupt our relationships or affect our ability to acquire the necessary products on acceptable terms, including:

- political, social and economical instability and the risk of war or other international incidents in Asia;
- fluctuations in foreign currency exchange rates that may increase our cost of products;
- tariffs and protectionist laws and business practices that favor local businesses;
- difficulties in complying with import and export laws, regulatory requirements and restrictions; and
- natural disasters and public health emergencies.

If we do not maintain our relationships with our existing suppliers or develop relationships with new suppliers on acceptable commercial terms, we may not be able to continue to offer a broad selection of merchandise at competitive prices and, as a result, we could lose customers and our sales could decline.

Challenges by OEMs to the validity of aftermarket auto parts and claims of infringement could adversely affect our business and the viability of the aftermarket auto parts industry

Original equipment manufacturers have attempted to use claims of intellectual property infringement against manufacturers and distributors of aftermarket auto parts to restrict or eliminate the sale of aftermarket auto parts that are the subject of the claims. We have received in the past, and we anticipate we may in the future receive, communications alleging that certain products we sell infringe third-party patents, copyrights, trademarks and trade names or other intellectual property rights. For example, in December 2005, Ford Global Technologies, LLC filed a complaint with the United States International

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Trade Commission, or USITC, against us and five other named respondents, including four Taiwan-based manufacturers. Ford alleged in this action that we and the other respondents infringed 14 design patents (four of which were subsequently dropped from the investigation at Ford s request) that Ford claims cover eight parts for the 2004-2005 Ford F-150 truck (see Business Legal Proceedings). Ford has asked the USITC to issue a permanent general exclusion order excluding from entry into the United States all auto parts that infringe the ten Ford design patents and that are imported into the United States, sold for importation in the United States, or sold within the United States after importation. Ford also seeks a permanent order directing us and the other respondents to cease and desist from, among other things, selling, marketing, advertising, distributing and offering for sale imported auto parts that infringe the design patents. The administrative law judge issued a preliminary ruling on December 4, 2006 upholding the validity of seven of the ten patents. The judge further ruled that the importation of automotive parts allegedly covered by these seven patents violates Section 337 of the Tariff Act of 1930, as amended. This ruling is subject to review by the USITC and will become final if adopted in whole or in part by the USITC. If it ultimately finds a violation of Section 337, the USITC may issue an order prohibiting further importation of the covered parts into the United States. To date, our sales of these parts have been minimal, but as the design for the 2004 model is incorporated into later year models of the F-150 and these trucks have been on the road longer, sales of aftermarket replacement parts for these trucks may increase substantially. Furthermore, if Ford continues to pursue, expands or escalates its claims against us, or if other OEMs commence similar actions, and any of them are successful in these actions, we could be restricted or prohibited from selling certain aftermarket products and the aftermarket auto parts industry could decline significantly, which could have a material adverse effect on our business, financial condition and results of operations.

Future infringement claims could also result in increased costs of doing business arising from increased legal expenses, adverse judgments or settlements or changes to our business practices required to settle such claims or satisfy any judgments. Litigation could result in interpretations of the law that require us to change our business practices or otherwise increase our costs and harm our business. We do not maintain insurance coverage to cover the types of claims that could be asserted. If a successful claim were brought against us, it could expose us to significant liability.

We recently acquired Partsbin and the integration of our businesses may be time consuming and expensive and may not be immediately successful, if at all

In May 2006, we completed the acquisition of Partsbin, an online retailer of aftermarket auto parts. As a result of the acquisition, we added 47 employees, and our available SKUs and net sales increased significantly. The acquisition of Partsbin has involved significant costs, has resulted in challenges integrating the diverse technologies used by each company and has placed, and may continue to place, pressures on our operational and financial infrastructure. We cannot assure you that our current cost structure or infrastructure will be adequate for the combined companies. To successfully integrate Partsbin, we anticipate that we will need to improve our operational and financial systems, procedures and controls and maintain our cost structure at appropriate levels.

The Partsbin acquisition also expanded our product offerings, particularly in the area of engine parts and performance parts and accessories, and significantly increased our use of drop-ship as a method of fulfillment. We cannot assure you that we can effectively manage this new fulfillment model or address the market for these additional auto parts.

The integration of Partsbin may involve the consolidation of diverse business cultures, require substantial time and expenses, and distract management from other business matters. In addition, this acquisition may include significant intangible assets that are subject to periodic impairment testing which could result in substantial accounting charges. If we are unable to integrate Partsbin in an efficient and timely manner, our business and operating results will be harmed.

We face intense competition and operate in an industry with limited barriers to entry, and some of our competitors may have greater resources than us and may be better positioned to capitalize on the growing e-commerce auto parts market

The auto parts industry is competitive and highly fragmented, with products distributed through multi-tiered and overlapping channels. We compete with both online and offline retailers who offer OEM and aftermarket auto parts to either the DIY or DIFM customer segments. Current or potential competitors include the following:

- national auto parts retailers such as Advance Auto Parts, AutoZone, CSK Auto, Napa Auto Parts, O Reilly Automotive and Pep Boys;
- large online marketplaces such as Amazon.com and eBay;
- local independent retailers or niche auto parts online retailers; and
- wholesale auto parts distributors such as Keystone Automotive and LKQ Corporation.

Barriers to entry are low, and current and new competitors can launch websites at a relatively low cost. Many of our current and potential offline competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing, technical, management and other resources than we do. In addition, some of our competitors have used and may continue to use aggressive pricing tactics and devote substantially more financial resources to website and system development than we do. We expect that competition will further intensify in the future as Internet use and online commerce continue to grow worldwide. Increased competition may result in reduced operating margins, reduced profitability, loss of market share and diminished brand recognition.

We would also experience significant competitive pressure if any of our suppliers were to sell their products directly to customers. Since our suppliers have access to merchandise at very low costs, they could sell products at lower prices and maintain higher gross margins on their product sales than we can. In this event, our current and potential customers may decide to purchase directly from these suppliers. Increased competition from any supplier capable of maintaining high sales volumes and acquiring products at lower prices than us could significantly reduce our market share and adversely impact our financial results.

We rely on key personnel and may need additional personnel for the success and growth of our business

Our business is largely dependent on the personal efforts and abilities of key personnel including Mehran Nia, our Chief Executive Officer and President, and Michael McClane, our Chief Financial Officer, Executive Vice President of Finance, Treasurer and Secretary. Messrs. Nia and McClane, as well as any of our other key employees, can terminate their employment relationship with us at any time. We do not maintain key person life insurance on any officer or employee. Our performance also depends on our ability to identify, attract, retain and motivate highly skilled technical, managerial, merchandising, marketing and customer service personnel. Competition for such personnel is intense, and we cannot assure you that we will be successful in attracting and retaining such personnel. The loss of any key employee or our inability to attract or retain other qualified employees could harm our business and results of operations.

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If our product catalog database is stolen or misappropriated or if a competitor is able to create a substantially similar catalog without infringing our rights, then we may lose an important competitive advantage

We have invested significant resources and time to build and maintain our product catalog, which is maintained in the form of an electronic database, and maps SKUs to relevant product applications based on vehicle makes, models and years. We believe that our product catalog provides us with an important competitive advantage in both driving traffic to our websites and converting that traffic to revenue by enabling customers to quickly locate the products they require. We cannot assure you that we can protect our product catalog from unauthorized copying or theft by a third party. In addition, it is possible that a competitor could develop a catalog or database that is similar to or more comprehensive than ours, without infringing our rights. In the event our product catalog is stolen, copied or otherwise replicated by a competitor, whether lawfully or not, we may lose an important competitive advantage and our business could be harmed.

Our future operating results may fluctuate and may fail to meet market expectations, which could adversely affect the market price of our common stock

We expect that our revenue and operating results will continue to fluctuate from quarter to quarter due to various factors, many of which are beyond our control. If our quarterly revenue or operating results fall below the expectations of investors or securities analysts, the price of our common stock could significantly decline. The factors that could cause our operating results to fluctuate include, but are not limited to:

- fluctuations in the demand for aftermarket auto parts;
- price competition on the Internet or among offline retailers for auto parts;
- our ability to attract visitors to our websites and convert those visitors into customers;
- our ability to maintain and expand our supplier and distribution relationships;
- the effects of seasonality on the demand for our products;
- our ability to accurately forecast demand for our products and maintain appropriate inventory levels;
- our ability to build and maintain customer loyalty;
- the success of our brand-building and marketing campaigns;
- government regulations related to use of the Internet for commerce, including the application of existing tax regulations to Internet commerce and changes in tax regulations;
- technical difficulties, system downtime or Internet brownouts; and
- the amount and timing of operating costs and capital expenditures relating to expansion of our business, operations and infrastructure.

Economic conditions may have an adverse effect on the demand for aftermarket auto parts and could adversely affect our sales and operating results

We sell aftermarket auto parts consisting of body and engine parts used for repair and maintenance, performance parts used to enhance performance or improve aesthetics, and accessories that increase functionality or enhance a vehicle s features. Demand for our products may be adversely affected by general economic conditions. In declining economies, consumers often defer regular vehicle maintenance and may forego purchases of nonessential performance products, which can result in a decrease in demand for auto parts in general. In expanding economies, consumers may be more likely to purchase new vehicles instead

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of repairing existing vehicles or they may be less price sensitive, leading to an increase in OEM parts sales at dealerships, either of which could also result in a decline in our sales. If such decreases in demand for our products are not offset by other factors, such as the deferral of new car purchases in declining economies, which may result in more required repairs for older vehicles, or the purchase of performance parts and accessories in expanding economies, our financial condition and results of operations would suffer.

If we are unable to manage the challenges associated with our international operations, the growth of our business could be limited and our business could suffer

We maintain business operations in the United States and the Philippines and outsourced call centers in both India and the Philippines. These international operations include development and maintenance of our websites, software development, enhancements of our online marketing technologies, and customer support services. We also operate a Canadian subsidiary to facilitate sales in Canada. We are subject to a number of risks and challenges that specifically relate to our international operations. Our international operations may not be successful if we are unable to meet and overcome these challenges, which could limit the growth of our business and may have an adverse effect on our business and operating results. These risks and challenges include:

- difficulties and costs of staffing and managing foreign operations;
- restrictions imposed by local labor practices and laws on our business and operations;
- exposure to different business practices and legal standards;
- unexpected changes in regulatory requirements;
- the imposition of government controls and restrictions;
- political, social and economic instability and the risk of war, terrorist activities or other international incidents;
- natural disasters and public health emergencies;
- potentially adverse tax consequences;
- the failure of local laws to provide a sufficient degree of protection against infringement of our intellectual property; and
- fluctuations in foreign currency exchange rates.

If our fulfillment operations are interrupted for any significant period of time or are not sufficient to accommodate increased demand, our sales would decline and our reputation could be harmed

Our success depends on our ability to successfully receive and fulfill orders and to promptly deliver our products to our customers. The majority of orders for our other products are filled from our inventory through our distribution centers, where all our inventory management, packaging, labeling and product return processes are performed. Increased demand and other considerations may require us to expand our distribution centers or transfer our fulfillment operations to larger facilities in the future.

Our distribution centers are susceptible to damage or interruption from human error, fire, flood, power loss, telecommunications failures, terrorist attacks, acts of war, break-ins, earthquakes and similar events. We do not currently maintain back-up power systems at our fulfillment centers. We do not presently have a formal disaster recovery plan and our business interruption insurance may be insufficient to compensate us for losses that may occur in the event operations at our fulfillment center are interrupted. Any interruptions in our fulfillment operations for any significant period of time, including interruptions resulting from the

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expansion of our existing facilities or the transfer of operations to a new facility, could damage our reputation and brand and substantially harm our business and results of operations. In addition, if we do not successfully expand our fulfillment capabilities in response to increases in demand, we may not be able to substantially increase our net sales.

We are dependent upon third parties for distribution and fulfillment operations with respect to many of our products

For a number of the products that we sell, we outsource the distribution and fulfillment operation and are dependent on our distributors to manage inventory, process orders and distribute those products to our customers in a timely manner. For the nine months ended September 30, 2006, we fulfilled 11.4% of our net sales through a single supplier. Our agreements with this supplier may be terminated at any time by either party, with 120 to 365 days notice. In addition, we do not have definitive agreements with many of our primary international suppliers. If we do not maintain our existing relationships with our distributors on acceptable commercial terms, we will need to obtain other suppliers and may not be able to continue to offer a broad selection of merchandise at competitive prices, and our sales may decrease.

In addition, because we outsource to distributors a number of these traditional retail functions relating to those products, we have limited control over how and when orders are fulfilled. We also have limited control over the products that our distributors purchase or keep in stock, and our agreements with most of our distributors do not require them to set aside any amount of inventory to fulfill our orders or to give our orders priority over other resellers to whom they sell. Our distributors may not accurately forecast the products that will be in high demand or they may allocate popular products to other resellers, resulting in the unavailability of certain products for sale on our websites. Any inability to offer a broad array of products at competitive prices and any failure to deliver those products to our customers in a timely and accurate manner may damage our reputation and brand and could cause us to lose customers.

Our ability to sustain or increase our profitability will suffer if we fail to manage our growth effectively

In recent years we have experienced rapid growth that has placed, and will continue to place, pressures on our operational and financial infrastructure. Our workforce has increased from 114 employees as of December 31, 2003 to 434 employees as of September 30, 2006. Our net sales have increased from $31.7 million in 2003 to $83.5 million for the nine months ended September 30, 2006. Our recent expansion and planned growth have placed, and are expected to continue to place, a strain on our infrastructure, operations and managerial resources. We intend to further increase the size of our operations, and we expect our operating expenses to increase, as we, among other things:

- expand our domestic and international operations;
- increase our technology and development efforts to enhance and maintain our websites and technology infrastructure;
- hire additional personnel, including customer service specialists, sales and marketing professionals, and financial professionals;
- upgrade our operational and financial systems, procedures and controls; and
- assume the responsibilities and costs of being a public company.

Our success depends upon our ability to manage our operations and our growth effectively. To be successful, we will need to improve our operational and financial systems, procedures and controls, maintain our cost structure at appropriate levels, manage international operations, and hire additional

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personnel. We cannot assure you that our efforts will be successful or that we can improve our systems, procedures and controls in a timely manner. Delays or problems associated with any improvements or expansion of our systems, procedures and controls could harm our business and operating results. In addition, we may fail to accurately estimate and assess our increased operating expenses as we grow. As our operating expenses increase, we will need to grow our revenue in order to maintain and increase our profitability.

If we fail to offer a broad selection of products and brands at competitive prices to meet our customers demands, our revenue could decline

In order to expand our business, we must successfully offer, on a continuous basis, a broad selection of auto parts that meet the needs of our customers. Our auto parts are used by consumers for a variety of purposes, including repair, performance, improved aesthetics and functionality. In addition, to be successful, our product offerings must be broad and deep in scope, competitively priced, well-made, innovative and attractive to a wide range of consumers. We cannot predict with certainty that we will be successful in offering products that meet all of these requirements. If our product offerings fail to satisfy our customers requirements or respond to changes in customer preferences, our revenue could decline.

Future acquisitions could disrupt our business and harm our financial condition

As part of our growth strategy, we expect that we will selectively pursue acquisitions of businesses, technologies or services in order to expand our capabilities, enter new markets or increase our market share. Integrating any newly acquired businesses, technologies or services is likely to be expensive and time consuming. For example, our recent acquisition of Partsbin has resulted in significant costs and a number of challenges, including integrating the diverse technologies and differing e-commerce platforms and accounting systems used by each company. If we are unable to successfully complete this integration, we may not realize the synergies from the acquisition, and our business and results of operations could suffer. To finance any future acquisitions, it may also be necessary for us to raise additional capital through public or private financings. Additional funds may not be available on terms that are favorable to us, and, in the case of equity financings, would result in dilution to our stockholders. Future acquisitions by us could also result in large and immediate write-offs, assumption of debt and unforeseen liabilities and significant adverse accounting charges, any of which could substantially harm our business, financial condition and results of operations. We have no current plans, agreements or commitments with respect to any acquisitions.

We may be subject to liability for sales and other taxes and penalties, which could have an adverse effect on our business

We currently collect sales or other similar taxes only on the shipment of goods to the states of California, New Jersey and Tennessee. The U.S. Supreme Court has ruled that vendors whose only connection with customers in a state is by common carrier or the U.S. mail are free from state-imposed duties to collect sales and use taxes in that state. However, states could seek to impose additional income tax obligations or sales tax collection obligations on out-of-state companies such as ours, which engage in or facilitate online commerce, based on their interpretation of existing laws, including the Supreme Court ruling, or specific facts relating to us. If sales tax obligations are successfully imposed upon us by a state or other jurisdiction, we could be exposed to substantial tax liabilities for past sales and penalties and fines for failure to collect sales taxes. We could also suffer decreased sales in that state or jurisdiction as the effective cost of purchasing goods from us increases for those residing in that state or jurisdiction.

In addition, a number of states, as well as the U.S. Congress, have been considering various initiatives that could limit or supersede the Supreme Court s apparent position regarding sales and use taxes on

Internet sales. If any of these initiatives are enacted, we could be required to collect sales and use taxes in additional states and our revenue could be adversely affected. Furthermore, the U.S. Congress has not yet extended a moratorium, which was first imposed in 1998 but has since expired, on state and local governments ability to impose new taxes on Internet access and Internet transactions. The imposition by state and local governments of various taxes upon Internet commerce could create administrative burdens for us as well as substantially impair the growth of e-commerce and adversely affect our revenue and profitability. Since our service is available over the Internet in multiple states, these jurisdictions may require us to qualify to do business in these states. If we fail to qualify in a jurisdiction that requires us to do so, we could face liabilities for taxes and penalties.

We could be liable for breaches of security on our websites

A fundamental requirement for e-commerce is the secure transmission of confidential information over public networks. Anyone who is able to circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. Although we have developed systems and processes that are designed to protect consumer information and prevent fraudulent credit card transactions and other security breaches, failure to mitigate such fraud or breaches may adversely affect our operating results. We may be required to expend significant capital and other resources to protect against potential security breaches or to alleviate problems caused by any breach. We rely on licensed encryption and authentication technology to provide the security and authentication necessary for secure transmission of confidential information, including credit card numbers. Advances in computer capabilities, new discoveries in the field of cryptography, or other events or developments may result in a compromise or breach of the algorithms that we use to protect customer transaction data. In the event someone circumvents our security measures, it could seriously harm our business and reputation and we could lose customers. Security breaches could also expose us to a risk of loss or litigation and possible liability for failing to secure confidential customer information.

The success of our business depends on the continued growth of the Internet as a retail marketplace and the related expansion of the Internet infrastructure

Our future success depends upon the continued and widespread acceptance and adoption of the Internet as a vehicle to purchase products. If customers or manufacturers are unwilling to use the Internet to conduct business and exchange information, our business will fail. The commercial acceptance and use of the Internet may not continue to develop at historical rates, or may not develop as quickly as we expect. The growth of the Internet, and in turn the growth of our business, may be inhibited by concerns over privacy and security, including concerns regarding viruses and worms, reliability issues arising from outages or damage to Internet infrastructure, delays in development or adoption of new standards and protocols to handle the demands of increased Internet activity, decreased accessibility, increased government regulation, and taxation of Internet activity. In addition, our business growth may be adversely affected if the Internet infrastructure does not keep pace with the growing Internet activity and is unable to support the demands placed upon it, or if there is any delay in the development of enabling technologies and performance improvements.

If we do not respond to technological change, our websites could become obsolete and our financial results and conditions could be adversely affected

We maintain a network of websites which requires substantial development and maintenance efforts and entails significant technical and business risks. To remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our websites. The Internet and the e-commerce industry are characterized by rapid technological change, the emergence of new industry

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standards and practices and changes in customer requirements and preferences. Therefore, we may be required to license emerging technologies, enhance our existing websites, develop new services and technology that address the increasingly sophisticated and varied needs of our current and prospective customers, and adapt to technological advances and emerging industry and regulatory standards and practices in a cost-effective and timely manner. Our ability to remain technologically competitive may require substantial expenditures and lead time and our failure to do so may harm our business and results of operations.

System failures, including failures due to natural disasters or other catastrophic events, could prevent access to our websites, which could reduce our net sales and harm our reputation

Our sales would decline and we could lose existing or potential customers if they are not able to access our websites or if our websites, transaction processing systems or network infrastructure do not perform to our customers satisfaction. Any Internet network interruptions or problems with our websites could:

- prevent customers from accessing our websites;
- reduce our ability to fulfill orders or bill customers;
- reduce the number of products that we sell;
- cause customer dissatisfaction; or
- damage our brand and reputation.

We have experienced brief computer system interruptions in the past, and we believe they will continue to occur from time to time in the future. Our systems and operations are also vulnerable to damage or interruption from a number of sources, including a natural disaster or other catastrophic event such as an earthquake, typhoon, volcanic eruption, fire, flood, terrorist attack, power loss, telecommunications failure, physical and electronic break-ins and other similar events. For example, our headquarters and the majority of our infrastructure, including some of our servers, are located in Southern California, a seismically active region. We also maintain offshore and outsourced operations in the Philippines, an area that was recently subjected to a typhoon and a volcanic eruption. In addition, California has in the past experienced power outages as a result of limited electrical power supplies. Such outages, natural disasters and similar events may recur in the future and could disrupt the operation of our business. Our technology infrastructure is also vulnerable to computer viruses, physical or electronic break-ins and similar disruptions. Although the critical portions of our systems are redundant and back up copies are maintained offsite, not all of our systems and data are fully redundant. We do not presently have a formal disaster recovery plan in effect and may not have sufficient insurance for losses that may occur from natural disasters or catastrophic events. Any substantial disruption of our technology infrastructure could cause interruptions or delays in our business and loss of data or render us unable to accept and fulfill customer orders or operate our websites in a timely manner, or at all.

Capacity constraints on our technology infrastructure would harm our business, prospects, results of operations and financial condition

If the volume of traffic on our websites or the number of purchases made by customers increases substantially, we may need to further expand and upgrade our technology, transaction processing systems and network infrastructure. Capacity constraints can cause unanticipated system disruptions, slower response times, degradation in levels of customer service, impaired quality and delays in reporting accurate financial information.

We may be unable to project accurately the rate or timing of traffic increases or successfully and cost-effectively upgrade our systems and infrastructure in time to accommodate future traffic levels on our websites. Any such upgrades to our systems and infrastructure will require substantial expenditures. In addition, we may be unable to upgrade and expand our transaction processing systems in an effective and timely manner or to integrate any newly developed or purchased functionality with our existing systems. Any inability to efficiently upgrade our systems and infrastructure in a timely manner to account for such growth and integrations may cause unanticipated system disruptions, slower response times, degradation in levels of customer service, impaired quality, delayed order fulfillment, any of which could result in a decline in our sales and harm our reputation.

We depend on third-party delivery services to deliver our products to our customers on a timely and consistent basis, and any deterioration in our relationship with any one of these third parties or increases in the fees that they charge could adversely affect our business and financial condition

We rely on third parties for the shipment of our products, but because we do not have written long-term agreements with any of these third parties, we cannot be sure that these relationships will continue on terms favorable to us, or at all. Increases in shipping costs could harm our business, prospects, financial condition and results of operations by increasing our costs of doing business and resulting in reduced gross margins. In addition, if our relationships with these third parties are terminated or impaired, or if these third parties are unable to deliver products for us, whether through labor shortage, slow down or stoppage, deteriorating financial or business condition, responses to terrorist attacks or for any other reason, we would be required to use alternative carriers for the shipment of products to our customers. Changing carriers could have a negative effect on our business and operating results due to reduced visibility of order status and package tracking and delays in order processing and product delivery, and we may be unable to engage alternative carriers on a timely basis, upon terms favorable to us, or at all.

We face exposure to product liability lawsuits

The automotive industry in general has been subject to a large number of product liability claims due to the nature of personal injuries that result from car accidents or malfunctions. As a distributor of auto parts, we could be held liable for the injury or damage caused if the products we sell are defective or malfunction. While we carry insurance against product liability claims, if the damages in any given action were high or we were subject to multiple lawsuits, the damages and costs could exceed the limits of our insurance coverage. If we were required to pay substantial damages as a result of these lawsuits, it may seriously harm our business and financial condition. Even defending against unsuccessful claims could cause us to incur significant expenses and result in a diversion of management s attention. In addition, even if the money damages themselves did not cause substantial harm to our business, the damage to our reputation and the brands offered on our websites could adversely affect our future reputation and our brand, and could result in a decline in our net sales and profitability.

Existing or future government regulation could expose us to liabilities and costly changes in our business operations and could reduce customer demand for our products and services

We are subject to federal and state consumer protection laws and regulations, including laws protecting the privacy of customer non-public information and regulations prohibiting unfair and deceptive trade practices, as well as laws and regulations governing businesses in general and the Internet and e-commerce. Additional laws and regulations may be adopted with respect to the Internet, the effect of which on e-commerce is uncertain. These laws may cover issues such as user privacy, spyware and the tracking of consumer activities, marketing e-mails and communications, other advertising and promotional practices, money transfers, pricing, content and quality of products and services, taxation, electronic contracts and other communications, intellectual property rights, and information security. Furthermore, it is not clear how existing laws such as those governing issues such as property ownership, sales and other taxes, trespass, data mining and collection, and personal privacy apply to the Internet and e-commerce. To the extent we expand into international markets, we will be faced with complying with local laws and regulations, some of which may be materially different than U.S. laws and regulations. Any such foreign law or regulation, any new U.S. law or regulation, or the interpretation or application of existing laws and regulations to the Internet or other online services, may have a material adverse effect on our business, prospects, financial condition and results of operations by, among other things, impeding the growth of the Internet, subjecting us to fines, penalties, damages or other liabilities, requiring costly changes in our business operations and practices, and reducing customer demand for our products and services. We do not maintain insurance coverage to cover the types of claims or liabilities that could arise as a result of such regulation.

If we are unable to protect our intellectual property rights, our reputation and brand could be impaired and we could lose customers

We regard our trademarks, trade secrets and similar intellectual property as important to our success. We rely on trademark and copyright law, and trade secret protection, and confidentiality and/or license agreements with employees, customers, partners and others to protect our proprietary rights. We cannot be certain that we have taken adequate steps to protect our proprietary rights, especially in countries where the laws may not protect our rights as fully as in the United States. In addition, third parties may infringe or misappropriate our proprietary rights, and we could be required to incur significant expenses to preserve them. We have common law trademarks, as well as pending federal trademark registrations for several marks. Even if we obtain approval of such pending registrations, the resulting registrations may not adequately cover our inventions or protect us against infringement by others. Effective trademark, service mark, copyright, patent and trade secret protection may not be available in every country in which our products and services may be made available online. We also currently own or control a number of Internet domain names, including *www.usautoparts.net*, *www.partstrain.com* and *www.autopartswarehouse.com*. We may be unable to protect these domain names or acquire or maintain relevant domain names in the United States and in other countries. If we are not able to protect our trademarks, domain names or other intellectual property, we may experience difficulties in achieving and maintaining brand recognition and customer loyalty.

Our e-commerce system is dependent on open-source software, which exposes us to uncertainty and potential liability

We utilize open-source software such as Linux, Apache, MySQL, PHP, Fedora and Perl throughout our web properties and supporting infrastructure. Open-source software is maintained and upgraded by a general community of software developers under various open-source licenses, including the GNU General Public License, or GPL. These developers are under no obligation to maintain, enhance or provide any fixes or updates to this software in the future. Additionally, under the terms of the GPL and other open-source licenses, we may be forced to release to the public source-code internally developed by us pursuant to such licenses. Furthermore, if any of these developers contribute any code of others to any of the software that we use, we may be exposed to claims and liability for intellectual property infringement. A number of lawsuits are currently pending against third parties over the ownership rights to the various components within some open-source software that we use. If the outcome of these lawsuits is unfavorable, we may be held liable for intellectual property infringement based on our use of these open-source software components. We may also be forced to implement changes to the code-base for this software or replace this software with internally developed or commercially licensed software.

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We rely on bandwidth and data center providers and other third parties to provide products to our customers, and any failure or interruption in the services provided by these third parties could disrupt our business and cause us to lose customers

We rely on third-party vendors, including data center and bandwidth providers. Any disruption in the network access or co-location services, which are the services that house and provide Internet access to our servers, provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes of use could significantly harm our business. Any financial or other difficulties our providers face may have negative effects on our business, the nature and extent of which we cannot predict. We exercise little control over these third-party vendors, which increases our vulnerability to problems with the services they provide. We also license technology and related databases from third parties to facilitate elements of our e-commerce platform. We have experienced and expect to continue to experience interruptions and delays in service and availability for these elements. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies could negatively impact our relationship with our customers and adversely affect our business.

Our systems also heavily depend on the availability of electricity, which also comes from third-party providers. If we were to experience a major power outage, we would have to rely on back-up generators. These back-up generators may not operate properly through a major power outage, and their fuel supply could also be inadequate during a major power outage. Information systems such as ours may be disrupted by even brief power outages, or by the fluctuations in power resulting from switches to and from backup generators. This could disrupt our business and cause us to lose customers.

The United States government may substantially increase border controls and impose restrictions on cross-border commerce that may substantially harm our business

We purchase a substantial portion of our products from foreign manufacturers and other suppliers who source products internationally. Restrictions on shipping goods into the United States from other countries pose a substantial risk to our business. Particularly since the terrorist attacks on September 11, 2001, the United States government has substantially increased border surveillance and controls. If the United States were to impose further border controls and restrictions, impose quotas, tariffs or import duties, increase the documentation requirements applicable to cross border shipments or take other actions that have the effect of restricting the flow of goods from other countries to the United States, we may have greater difficulty acquiring our inventory in a timely manner, experience shipping delays, or incur increased costs and expenses, all of which would substantially harm our business and results of operations.

Risks Relating to this Offering and Ownership of Our Common Stock

No public market for our common stock currently exists and an active trading market may not develop or be sustained following this offering

No public market for our common stock currently exists, and we cannot be certain that an active trading market for our common stock will develop or be sustained following this offering. Further, we cannot be certain that the market price of our common stock will not decline below the initial public offering price. The initial public offering price was determined by negotiation among us and the underwriters based upon several factors and may not be indicative of future market prices for our common stock.

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Our stock price may be volatile, which may result in losses to our stockholders

The market prices of technology and e-commerce companies generally have been extremely volatile and have recently experienced sharp share price and trading volume changes. The trading price of our common stock is likely to be volatile and could fluctuate widely in response to, among other things, the risk factors described in this prospectus and other factors beyond our control such as fluctuations in the operations or valuations of companies perceived by investors to be comparable to us and conditions or trends in the Internet or auto parts industries.

The stock markets have historically experienced significant price and trading volume fluctuations. These fluctuations, as well as general economic and political conditions unrelated to our performance, may adversely affect the price of our common stock. In particular, following initial public offerings, the market prices for stocks of Internet and technology-related companies often reach levels that bear no established relationship to the operating performance of these companies. These market prices are generally not sustainable and could vary widely. In the past, following periods of volatility in the market price of a public company s securities, securities class action litigation has often been initiated. Securities litigation against us could result in substantial costs and divert our management s attention from other business concerns, which could seriously harm our business.

We have broad discretion as to the use of proceeds from this offering and may not use the proceeds effectively

We estimate the net proceeds of this offering to be approximately $79.3 million. Approximately $33.0 million of the net proceeds will be used to repay outstanding indebtedness, which will become due and payable in full upon the closing of an initial public offering. Our management will retain broad discretion as to the allocation of the remaining proceeds and may spend these proceeds in ways in which our stockholders may not agree. The failure of our management to apply these funds effectively could result in unfavorable returns and uncertainty about our prospects, each of which could cause the price of our common stock to decline.

Our executive officers and directors own a significant percentage of our stock and will continue to have significant control of our management and affairs after this offering

Upon completion of this offering, our executive officers and directors and entities that are affiliated with them will beneficially own approximately 57.2% of our outstanding shares of common stock. This significant concentration of share ownership may adversely affect the trading price for our common stock because investors often perceive disadvantages in owning stock in companies with controlling stockholders. Also, these stockholders, acting together, will be able to control our management and affairs and matters requiring stockholder approval including the election of our entire board of directors and certain significant corporate actions such as mergers, consolidations or the sale of substantially all of our assets. As a result, this concentration of ownership could delay, defer or prevent others from initiating a potential merger, takeover or other change in our control, even if these actions would benefit our other stockholders and us.

A large number of additional shares may be sold into the public market in the near future, which may cause the market price of our common stock to decline significantly, even if our business is doing well

Sales of a substantial amount of common stock in the public market, or the perception that these sales may occur, could adversely affect the market price of our common stock. After this offering, we will have outstanding 29,832,927 shares of common stock. This includes the 10,000,000 shares we and the selling stockholders are selling in this offering, which may be resold in the public market immediately. The remaining shares outstanding after the offering are all subject to lock-up agreements. Of these remaining shares, 6,649,618 shares will become available for resale in the public market 180 days after the date of this prospectus and 13,183,309 shares will become available for resale in the public market one year after the date of this prospectus, all subject to extension in certain circumstances. However, the underwriters can waive this restriction and allow these stockholders to sell their shares at any time, subject to applicable securities law and limitations. As restrictions on resale end, the market price could drop significantly if the holders of these restricted shares sell them or are perceived by the market as intending to sell them. For a more detailed description, see Shares Eligible for Future Sale.

New stockholders will incur substantial and immediate dilution as a result of this offering

The initial public offering price is substantially higher than the book value per share of our outstanding common stock. As a result, investors purchasing common stock in this offering will incur substantial and immediate dilution. At the assumed initial public offering price of $11.00 per share, purchasers in this public offering will experience immediate and substantial dilution of approximately $9.28 per share, representing the difference between our historical net tangible book value per share after giving effect to this offering and the initial public offering price. In addition, purchasers of common stock in this offering will have contributed approximately 83.3% of the aggregate price paid by all purchasers of our stock but will own only approximately 24.5% of our common stock outstanding after this offering. In addition, we have issued options to acquire common stock at prices significantly below the public offering price. To the extent such options are ultimately exercised, there will be further dilution to investors in this offering.

If we fail to maintain an effective system of internal control over financial reporting or are not able to adequately address certain identified significant deficiencies in our system of internal controls or comply with Section 404 of the Sarbanes-Oxley Act of 2002, we may not be able to accurately report our financial results or prevent fraud, and our stock price could decline

Our auditors have identified certain significant deficiencies in our system of internal control over financial reporting that are primarily related to our need to hire additional financial and accounting employees, as well as our need to upgrade our accounting systems and improve the documentation of our key assumptions, estimates, accounting policies and procedures. If we fail to adequately address these significant deficiencies and are not able to staff our accounting and finance department with the appropriate complement of experienced employees, we may not be able to improve our system of internal control over financial reporting to comply with the reporting requirements applicable to a public companies in the United States. Furthermore, it is possible that our auditors will identify material weaknesses or additional significant deficiencies in the future in our system of internal control over financial reporting. Our failure to address any deficiencies or weaknesses in our internal control over financial reporting or to properly maintain an effective system of internal control over financial reporting could impact our ability to prevent fraud or to issue our financial statements in a timely manner that present fairly our financial condition and results of operations. The existence of any such deficiencies or weaknesses, even if cured, may also lead to the loss of investor confidence in the reliability of our financial statements, could harm our business and negatively impact the trading price of our common stock. Such deficiencies or material weaknesses may also subject us to lawsuits, investigations and other penalties.

In addition, Section 404 of the Sarbanes-Oxley Act of 2002 will require us to evaluate and report on our internal control over financial reporting and have our independent auditors attest to our evaluation, beginning with our Annual Report on Form 10-K for the year ending December 31, 2008. We have prepared an internal plan of action for compliance with Section 404 and for strengthening and testing our system of internal control to provide the basis for our report, but we cannot assure you that this plan of action will be sufficient to meet the rigorous requirements of Section 404, and our independent auditors may issue an adverse opinion regarding management s assessment of Section 404 compliance. It is also possible that our independent auditors may not be in a position to adequately assess our compliance with Section 404 on a timely basis, which could lead to our inability to comply with our reporting requirements under the Exchange Act of 1934, as amended (the Exchange Act). Our failure to comply with Section 404 or our reporting requirements would reduce investors confidence in our financial statements and harm our stock price and could subject us to a variety of administrative sanctions, including the suspension or delisting of our common stock from the NASDAQ Global Market and the inability of registered broker/dealers to make a market in our common stock, which could also reduce our stock price.

We will incur increased costs and compliance risks as a result of being a public company

As a public company, we expect to incur significant legal, accounting and other expenses that we did not incur as a private company. These expenses are associated with our public company reporting requirements and certain corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and the new rules implemented by the SEC and the NASDAQ Stock Market. We expect that compliance with these rules and regulations, in particular Section 404 of the Sarbanes-Oxley Act of 2002, will substantially increase our legal and financial compliance costs and will likely require us to hire additional personnel and/or consultants. Like many smaller public companies, we expect to face a significant impact from required compliance with Section 404 of the Sarbanes-Oxley Act of 2002. The process of strengthening our internal control and complying with Section 404 will be expensive and time consuming, and will require significant time and attention from our management team. We are currently evaluating and monitoring developments with respect to these new rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

We also expect these new rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers.

We do not intend to pay dividends on our common stock

We currently intend to retain any future earnings and do not expect to pay any cash dividends on our capital stock for the foreseeable future.

Our charter documents could deter a takeover effort, which could inhibit your ability to receive an acquisition premium for your shares

Provisions in our certificate of incorporation and bylaws could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. Such provisions include the following:

- our board of directors will be authorized, without prior stockholder approval, to create and issue preferred stock which could be used to implement anti-takeover devices;

- advance notice will be required for director nominations or for proposals that can be acted upon at stockholder meetings;

- our board of directors will be classified such that not all members of our board are elected at one time, which may make it more difficult for a person who acquires control of a majority of our outstanding voting stock to replace all or a majority of our directors;

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- stockholder action by written consent will be prohibited;
- special meetings of the stockholders will be permitted to be called only by the chairman of our board of directors, our chief executive officer or by a majority of our board of directors;
- stockholders will not be permitted to cumulate their votes for the election of directors; and
- stockholders will be permitted to amend our bylaws only upon receiving at least 66 $^{2}/3$% of the votes entitled to be cast by holders of all outstanding shares then entitled to vote generally in the election of directors, voting together as a single class.

For a more detailed discussion of these provisions, see Description of Capital Stock Anti-Takeover Provisions.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are based on our management s beliefs and assumptions and on information currently available to our management. The forward-looking statements are contained principally in the sections entitled Prospectus Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business. In some cases, you can identify forward-looking statements by terms such as anticipates, believes, could, estimates, expects, intends, may, plans, potential, pre should, will, would and similar expressions intended to identify forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. We discuss many of these risks in this prospectus in greater detail under the heading Risk Factors. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our management s beliefs and assumptions only as of the date of this prospectus. You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect.

Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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USE OF PROCEEDS

The net proceeds from our sale of 8,000,000 shares of common stock in this offering are estimated to be approximately $79.3 million based on an assumed initial public offering price of $11.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We will not receive any proceeds from the sale of shares by the selling stockholders.

We presently intend to use the net proceeds of this offering as follows:

- Approximately $28.0 million will be used to repay our outstanding indebtedness under two term loans for approximately $18.0 million and $10.0 million, payable to our commercial lender. These loans bear interest at LIBOR plus 1.75% per annum and LIBOR plus 1.50% per annum (except during the first year in which the rate is 4.58%), respectively, and are due and payable beginning June 30, 2007 and March 31, 2007, respectively. Both loans have four year terms with the principal payable monthly over three years. However, the loans become due and payable in full upon the closing of an initial public offering. The proceeds of the loans borrowed were used to fund the acquisition of Partsbin, to fund the stockholder distribution made in connection with the March 2006 recapitalization, and for general working capital needs.

- Approximately $5.0 million will be used to repay our outstanding indebtedness under certain promissory notes payable to the former stockholders of Partsbin. The notes bear interest at LIBOR and are due and payable in equal quarterly installments beginning in the quarter ending June 30, 2007, with the final payment due in the quarter ending March 31, 2008. However, the notes become due and payable in full upon the closing of an initial public offering. The amounts outstanding under these promissory notes were used to fund the acquisition of Partsbin.

- The remainder of the net proceeds will be used for working capital and for general corporate purposes, including the introduction of new product categories, the expansion of existing product categories and expansion into complementary businesses.

We may also use a portion of the net proceeds of this offering to acquire or invest in complementary businesses, products, websites or technologies, or to enter into strategic marketing relationships with third parties. From time to time, in the ordinary course of business, we expect to evaluate potential acquisitions of these businesses, services or technologies and strategic relationships. Currently, we do not have any understandings, commitments or agreements with respect to any such acquisitions.

As of the date of this prospectus, we cannot specify with certainty all of the particular uses for the net proceeds to be received upon the completion of this offering, and the amounts we actually spend could be outside of the ranges set forth above. The amounts actually expended for the purposes listed above will depend upon a number of factors, including the growth of our sales and customer base, the type of efforts we make to build our brand and competitive developments in e-commerce. Accordingly, our management will retain broad discretion in the allocation of the net proceeds of this offering. Pending their use, we anticipate that the net proceeds of this offering will be invested in short-term, interest-bearing, investment-grade securities.

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DIVIDEND POLICY

Concurrently with our recapitalization and termination of our S corporation status in March 2006, we paid a cash distribution to our stockholders in an aggregate amount of $51.7 million, which included our final S corporation distribution in the amount of $1.7 million. We currently intend to retain any future earnings to finance the growth and development of our business, and we do not anticipate that we will declare or pay any cash dividends on our common stock in the foreseeable future. Any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon our financial condition, results of operations, capital requirements, restrictions under any existing indebtedness and other factors the board of directors deems relevant. Our bank loan documents currently prohibit us from paying any cash dividends on our common stock without the prior written consent of our lender.

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CAPITALIZATION

The following table indicates our capitalization at September 30, 2006:

- on an actual basis;
- on a pro forma basis to reflect the conversion of all of our outstanding preferred stock into an aggregate of 6,633,255 shares of common stock immediately prior to the completion of this offering; and
- on a pro forma as adjusted basis to reflect (a) the conversion of all of our outstanding preferred stock into an aggregate of 6,633,255 shares of common stock immediately prior to the completion of this offering; (b) the issuance of 8,000,000 shares of common stock at an assumed initial public offering price of $11.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us; and (c) the repayment after the offering of $33.0 million of indebtedness incurred in connection with the Partsbin acquisition.

This table should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this prospectus.

	September 30, 2006		
	Actual	Pro Forma (unaudited)	Pro Forma As Adjusted
	(in thousands, except share data)		
Total debt, including current portion and capital lease obligations and notes payable to stockholders	$ 34,888	$ 34,888	$ 182
Stockholders equity :			
Preferred stock, $0.001 par value; 11,100,000 shares authorized; 11,055,425 shares issued and outstanding, actual; no shares issued and outstanding, pro forma as adjusted	11		
Common stock, $0.001 par value; 50,000,000 shares authorized; 15,199,678 shares issued and outstanding, actual; 21,832,933 shares issued and outstanding, pro forma; 29,832,927 shares issued and outstanding, pro forma as adjusted	15	26	34
Additional paid-in capital, excluding share-based compensation	67,875	67,875	155,867
Share-based compensation	604	604	604
Accumulated other comprehensive income	6	6	6
Accumulated deficit	(48,373)	(48,373)	(48,373)
Total stockholders equity	20,138	20,138	108,138
Total capitalization	$ 55,026	$ 55,026	$ 108,320

The table above excludes, as of September 30, 2006:

- 2,416,536 shares of common stock issuable upon the exercise of outstanding options at a weighted average exercise price of $8.20 per share;
- 186,305 shares of common stock reserved for future grant or issuance under our stock option plans; and

84,332 shares of common stock issuable upon the exercise of warrants outstanding at a weighted average exercise price of $7.29 per share.

For additional information regarding our capital structure, see Management Employee Benefit Plans, Description of Capital Stock and Note 5 of the Notes to the Consolidated Financial Statements of U.S. Auto Parts.

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DILUTION

Our pro forma net tangible book value as of September 30, 2006 was approximately $(29.4) million, or $(1.34) per share of common stock. Pro forma tangible book value per share represents our total tangible assets less total liabilities divided by the number of shares of common stock outstanding as of September 30, 2006 after giving effect to the conversion of all of our outstanding preferred stock into common stock immediately prior to the closing of this offering. After giving effect to (a) the conversion of all of our outstanding preferred stock into common stock immediately prior to the closing of this offering; (b) our sale of 8,000,000 shares of common stock offered by this prospectus at an assumed offering price of $11.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us; and (c) the repayment of $33.0 million of our indebtedness upon completion of this offering, our pro forma net tangible book value as of September 30, 2006 would have been $51.2 million, or $1.72 per share of common stock. This represents an immediate increase in pro forma net tangible book value of $3.06 per share to existing stockholders and an immediate dilution in pro forma net tangible book value of $9.28 per share to investors purchasing common stock in this offering.

The following table illustrates this per share dilution:

Assumed initial public offering price per share		$ 11.00
Pro forma net tangible book value per share as of September 30, 2006	$ (1.34)	
Increase per share attributable to new investors	$ 3.06	
Pro forma net tangible book value per share after this offering		$ 1.72
Dilution per share to new investors		$ 9.28

The following table summarizes, on an as adjusted basis as of September 30, 2006, the difference between the number of shares of common stock purchased from us, the total consideration paid and the average price per share paid by existing stockholders and by new investors, assuming an initial public offering price of $11.00 per share and before deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us:

	Shares Purchased		Total Consideration		Average Price per Share
	Number	Percent	Amount	Percent	
Existing stockholders	21,832,927	73.2%	$ 17,655	16.7%	$ 0.81
New investors	8,000,000	26.8	88,000	83.3	11.00
Total	29,832,927	100.0%	105,655	100.0%	

The foregoing discussion and tables assume no exercise of any stock options or warrants outstanding as of September 30, 2006. To the extent that these options are exercised, new investors will experience further dilution. As of December 31, 2006, options to purchase 2,786,532 shares of common stock were outstanding at a weighted average exercise price of $9.04 per share and warrants to purchase 84,332 shares of common stock were outstanding at a weighted average exercise price of $7.29 per share. Assuming all of our outstanding options and warrants are exercised, new investors will own approximately 24.5% of our outstanding shares while contributing approximately 66.9% of the total amount paid to fund our company.

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SELECTED CONSOLIDATED FINANCIAL DATA OF U.S. AUTO PARTS

The consolidated statement of income data of U.S. Auto Parts for the years ended December 31, 2003, 2004 and 2005 and the consolidated balance sheet data as of December 31, 2004 and 2005 have been derived from, and are qualified by reference to, our audited consolidated financial statements included in this prospectus. The consolidated statement of operations data for the year ended December 31, 2002 and the consolidated balance sheet data as of December 31, 2002 and 2003 have been derived from our audited consolidated financial statements that are not included in this prospectus. The consolidated statement of operations data for the nine months ended September 30, 2005 and 2006 and the consolidated balance sheet data as of September 30, 2006 have been derived from, and are qualified by reference to, our unaudited consolidated financial statements that are included in this prospectus. The consolidated statement of operations data for the year ended December 31, 2001 and the consolidated balance sheet data as of December 31, 2001 have been derived from our unaudited consolidated financial statements that are not included in this prospectus. The unaudited consolidated financial statements have been prepared on a basis consistent with our audited consolidated financial statements and, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, that management considers necessary for the fair presentation of the information for the unaudited periods. Historical results are not necessarily indicative of future results. The following data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included elsewhere in this prospectus.

	Years Ended December 31,					Nine Months Ended September 30,	
	2001 (unaudited)	2002	2003	2004	2005	2005 (unaudited)	2006 (unaudited)
	(in thousands, except share and per share data)						
Consolidated Statement of Income:							
Net sales	$ 9,473	$ 17,936	$ 31,657	$ 40,658	$ 59,698	$ 43,979	$ 83,514
Cost of sales	6,202	12,275	17,814	21,334	34,829	25,876	53,779
Gross profit	3,271	5,661	13,843	19,324	24,869	18,103	29,735
Operating expenses:							
General and administrative(1)	1,528	1,090	2,284	3,599	7,254	5,555	7,081
Marketing(1)	467	1,685	3,617	4,526	5,802	4,315	10,313
Fulfillment(1)	934	2,473	3,246	2,990	4,357	3,162	3,589
Technology(1)	111	259	405	776	868	596	992
Amortization of intangibles				8	17	13	3,037
Total operating expenses	3,040	5,507	9,552	11,899	18,298	13,641	25,012
Income from operations	231	154	4,291	7,425	6,571	4,462	4,723
Other income (expense):							
Loss from disposition of assets	(4)		(62)				(5)
Other income	6	85	33	80	191	165	155
Interest expense, net	(44)	(21)	(13)	(44)	(106)	(68)	(950)
Other income (expense), net	(42)	64	(42)	36	85	97	(800)
Income before income taxes	189	218	4,249	7,461	6,656	4,559	3,923
Income tax provision (benefit)	3	3	478	328	(163)	(199)	479
Net income	$ 186	$ 215	$ 3,771	$ 7,133	$ 6,819	$ 4,758	$ 3,444
Basic net income per share	$ 0.02	$ 0.02	$ 0.33	$ 0.54	$ 0.52	$ 0.36	$ 0.24
Diluted net income per share	$ 0.02	$ 0.02	$ 0.33	$ 0.54	$ 0.52	$ 0.36	$ 0.18
Shares used in computation of basic net income per share	10,999,560	10,999,560	11,276,876	13,200,000	13,200,000	13,200,000	14,180,869
Shares used in computation of diluted net income per share	10,999,560	10,999,560	11,276,876	13,200,000	13,200,000	13,200,000	19,362,189
EBITDA(2)	$ 274	$ 333	$ 4,382	$ 7,961	$ 8,755	$ 6,095	$ 9,438
Adjusted EBITDA(2)	$ 274	$ 333	$ 4,382	$ 7,961	$ 8,755	$ 6,095	$ 10,042

(see footnotes on next page)

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(footnotes to prior page)

(1) Includes share-based compensation expense related to option grants, as follows:

	Years Ended December 31,						Nine Months Ended September 30,	
	2001	2002	2003	2004	2005	Pro Forma 2005(1) (unaudited)	2005	2006
							(unaudited)	
	(in thousands)							
General and administrative	$	$	$	$	$	$	$	$ 359
Marketing								126
Fulfillment								16
Technology								103
	$	$	$	$	$	$	$	$ 604

(2) EBITDA and Adjusted EBITDA are supplemental non-GAAP financial measures. EBITDA is equal to net income plus (a) interest expense, net; (b) income tax provision (benefit); (c) amortization of intangibles; and (d) depreciation and amortization. Our definition of Adjusted EBITDA is different from EBITDA because we further adjust EBITDA to exclude share-based compensation expense. See Non-GAAP Financial Measures for a table that reconciles these non-GAAP financial measures to net income.

	December 31,					September 30,
	2001 (unaudited)	2002	2003	2004	2005	2006 (unaudited)
	(in thousands)					
Consolidated Balance Sheet Data:						
Cash and cash equivalents	$ 281	$ 252	$ 2,117	$ 2,130	$ 1,353	$ 3,287
Working capital	1,091	744	3,391	1,662	3,136	(4,832)
Total assets	2,963	4,290	8,289	13,111	14,484	68,718
Long-term debt (excluding notes payable to stockholders and current portion)	205	408	80	83	357	25,437
Notes payable to stockholders						5,000
Stockholders equity	1,027	1,142	4,543	5,960	5,239	20,138

Non-GAAP Financial Measures

Regulation G, Conditions for Use of Non-GAAP Financial Measures, and other provisions of the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for use of certain non-GAAP financial information. We provide EBITDA and Adjusted EBITDA, which are non-GAAP financial measures, because we believe such measures are important supplemental information for investors. We calculate EBITDA as net income before (a) interest expense, net; (b) income tax provision (benefit); (c) amortization of intangibles; and (d) depreciation and amortization. Adjusted EBITDA further adjusts EBITDA to exclude share-based compensation expense related to our grant of stock options and other equity instruments. These non-GAAP financial measures are used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. These non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, provide a more complete understanding of factors and trends affecting our business.

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We use EBITDA and Adjusted EBITDA:

- as measurements of our operating performance because they assist us in comparing our operating performance on a consistent basis by removing the impact of items not directly resulting from our core operations;
- for planning purposes, including the preparation of our internal budget;
- to allocate resources to enhance the financial performance of our business;
- to evaluate the effectiveness of our operational strategies; and
- to evaluate our capacity to fund capital expenditures and expand our business.

We also believe that analysts and investors use EBITDA and Adjusted EBITDA as supplemental measures to evaluate the overall operating performance of companies in our industry.

Management strongly encourages investors to review our consolidated financial statements in their entirety and to not rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies non-GAAP financial measures having the same or similar names. For information about our financial results as reported in accordance with GAAP, see our consolidated financial statements and related notes included in this prospectus.

The table below reconciles net income to EBITDA and Adjusted EBITDA for the periods presented:

Consolidated Statement of Operations Data:	Years Ended December 31, 2001 (unaudited)	2002	2003	2004	2005	Nine Months Ended September 30, 2005 (unaudited)	2006
	(in thousands)						
Net income	$ 186	$ 215	$ 3,771	$ 7,133	$ 6,819	$ 4,758	$ 3,444
Interest expense, net	44	21	13	44	106	68	950
Income tax provision (benefit)	3	3	478	328	(163)	(199)	479
Amortization of intangibles				8	17	13	3,037
Depreciation and amortization	41	94	120	448	1,976	1,455	1,528
EBITDA	274	333	4,382	7,961	8,755	6,095	9,438
Share-based compensation							604
Adjusted EBITDA	$ 274	$ 333	$ 4,382	$ 7,961	$ 8,755	$ 6,095	$ 10,042

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SELECTED COMBINED FINANCIAL DATA OF PARTSBIN

The combined statement of operations data of All OEM Parts, Inc., ThePartsBin.com, Inc. and their affiliated companies (collectively, Partsbin) for the years ended December 31, 2003, 2004 and 2005 and the combined balance sheet data as of December 31, 2004 and 2005 have been derived from, and are qualified by reference to, the audited combined financial statements of Partsbin that are included in this prospectus. The combined balance sheet data as of December 31, 2002 and 2003 and the combined statement of operations data for the year ended December 31, 2002 have been derived from Partsbin s audited combined financial statements that are not included in this prospectus. The combined statement of operations data for the three months ended March 31, 2005 and 2006 and the combined balance sheet data as of March 31, 2006 have been derived from, and are qualified by reference to, Partsbin s unaudited combined financial statements that are included in this prospectus. The combined balance sheet data as of December 31, 2001 and the combined statement of operations data for the year then ended have been derived from Partsbin s unaudited combined financial statements that are not included in this prospectus. The unaudited combined financial statements of Partsbin have been prepared on a basis consistent with our audited consolidated financial statements and, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, that we consider necessary for the fair presentation of the information for the unaudited periods. Historical results are not necessarily indicative of future results. The following data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the combined financial statements and related notes included elsewhere in this prospectus.

	Years Ended December 31,					Three Months Ended March 31,	
	2001 (unaudited)	2002	2003	2004	2005	2005	2006
						(unaudited)	
	(in thousands)						
Combined Statement of Operations Data:							
Net sales	$ 3,627	$ 10,636	$ 17,763	$ 23,679	$ 38,295	$ 7,470	$ 13,665
Cost of sales	2,771	8,409	13,596	18,148	29,398	5,746	10,255
Gross profit	856	2,227	4,167	5,531	8,897	1,724	3,410
Operating expenses:							
General and administrative	632	904	1,189	1,480	3,111	665	998
Marketing	226	1,278	2,417	3,804	5,172	1,077	1,332
Fulfillment		10	31	36	50	13	11
Technology	44	345	318	319	563	113	238
Total operating expenses	902	2,537	3,955	5,639	8,896	1,868	2,579
Income (loss) from operations	(46)	(310)	212	(108)	1	(144)	831
Other income (expense):							
Loss from disposition of assets		(3)	(9)				
Interest income		1	2	2	2		
Interest expense			(1)	(2)	(11)	(1)	(6)
Other income (expense), net		(2)	(8)		(9)	(1)	(6)
Income (loss) before income taxes	(46)	(312)	204	(108)	(8)	(145)	825
Income tax provision							
Net income (loss)	$ (46)	$ (312)	$ 204	$ (108)	$ (8)	$ (145)	$ 825
EBITDA(1)	$ (30)	$ (276)	$ 238	$ (42)	$ 123	$ (120)	$ 865

(see footnotes on next page)

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(footnotes to prior page)

(1) EBITDA is a supplemental non-GAAP financial measure. EBITDA is equal to net income (loss) plus (a) interest expense, net; (b) income tax provision (benefit); (c) amortization of intangibles; and (d) depreciation and amortization. See Selected Consolidated Financial Data of U.S. Auto Parts Non-GAAP Financial Measures for additional information regarding our use of this non-GAAP financial measure. This non-GAAP financial measure should not be relied upon to the exclusion of GAAP financial measures.

The table below reconciles net income (loss) to EBITDA for the periods presented:

	Years Ended December 31,					Three Months Ended March 31,	
	2001 (unaudited)	2002	2003	2004	2005	2005	2006
						(unaudited)	
	(in thousands)						
Net income (loss)	$ (46)	$ (312)	$ 204	$ (108)	$ (8)	$ (145)	$ 825
Interest expense, net		(1)	(1)		9	1	6
Income tax provision							
Amortization of intangibles							
Depreciation and amortization	16	37	35	66	122	24	34
EBITDA	$ (30)	$ (276)	$ 238	$ (42)	$ 123	$ (120)	$ 865

	December 31,					March 31,
	2001 (unaudited)	2002	2003	2004	2005	2006 (unaudited)
	(in thousands)					
Combined Balance Sheet Data:						
Cash and cash equivalents	$ 11	$ 308	$ 436	$ 558	$ 328	$ 1,061
Working capital (deficiency)	(120)	(357)	(442)	(964)	(1,705)	(892)
Total assets	191	462	962	1,569	2,366	3,220
Long-term debt	4		21	21	355	353
Stockholders /members equity (deficiency)	(48)	(357)	(151)	(239)	(498)	327

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UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS

The following unaudited pro forma combined financial information reflects the acquisition of Partsbin on May 19, 2006, which was accounted for as a purchase business combination as defined by SFAS No. 141, *Business Combinations*. The following unaudited pro forma combined statements of operations for the year ended December 31, 2005 and for the nine months ended September 30, 2006 give effect to the acquisition of Partsbin as if it occurred on January 1, 2005.

The unaudited pro forma combined financial information includes certain reclassifications to conform the presentation of the historical results of operations of Partsbin to our historical results of operations and do not reflect any adjustments for the effect of non-recurring items or operating synergies that we may realize as a result of the acquisition. The unaudited pro forma combined financial information does not purport to represent the actual results of operation that would have been achieved if the acquisition had taken place on January 1, 2005, and are not necessarily indicative of the results of operations that may be achieved in the future.

The unaudited pro forma adjustments made in preparing the pro forma combined statements of operations are based on the preliminary purchase price allocations and on certain management judgments. These preliminary allocations are based on an analysis of the estimated fair values of assets acquired and liabilities assumed, including identifiable tangible and intangible assets, deferred tax assets and liabilities, and estimates of the useful lives of tangible and amortizable intangible assets.

	Year Ended December 31, 2005			
	U.S. Auto Parts	Partsbin	Pro Forma Adjustments(1)	Pro Forma Combined
	(unaudited) (in thousands, except share and per share data)			
Consolidated Statement of Income Data:				
Net sales	$ 59,698	$ 38,295	$ 175(h)	$ 98,168
Cost of sales	34,829	29,398	135(h)	64,362
Gross profit	24,869	8,897	40	33,806
Operating expenses:				
General and administrative	7,254	3,111	(40)(f)(g)	10,325
Marketing	5,802	5,172	(112)(a)	10,862
Fulfillment	4,357	50		4,407
Technology	868	563		1,431
Amortization of intangibles	17		8,159(b)	8,176
Total operating expenses	18,298	8,896	8,007	35,201
Income (loss) from operations	6,571	1	(7,967)	(1,395)
Other income (expense):				
Other income	191		(112)(a)	79
Interest expense, net	(106)	(9)	(1,816)(c)(g)	(1,931)
Other income (expense), net	85	(9)	(1,928)	(1,852)
Income (loss) before income taxes	6,656	(8)	(9,895)	(3,247)
Income tax benefit	(163)		(32)(e)	(195)
Net income (loss)	$ 6,819	$ (8)	$ (9,863)	$ (3,052)
Basic and diluted net income per share	$ 0.52			$ (0.20)
Shares used in computation of basic and diluted net income per share	13,200,000		1,983,315(d)	15,183,315

(see footnotes on next page)

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(footnotes to prior page)

(1) The pro forma adjustments reflect (a) the elimination of commission income received from Partsbin for website licensing fees (which was recorded as an expense in Partsbin s statement of operations) prior to the business combination; (b) the assumed amortization related to the acquired Partsbin intangibles as if the Partsbin acquisition occurred on January 1, 2005; (c) the assumed interest expense related to the notes payable obtained as part of the acquisition (includes interest related to the $22.0 million secured debt, the $5.0 million notes payable to the former stockholders of Partsbin, and the warrants issued to the lender); (d) the assumed number of shares that would have been issued to the former Partsbin stockholders if the Partsbin acquisition occurred on January 1, 2005; (e) taxes as if both companies operated as a combined S corporation subject to California franchise taxes as of January 1, 2005; (f) the conforming of Partsbin s accounting policies related to the depreciation and amortization of fixed assets as if we had amortized these assets using straight line amortization rather than according to Partsbin s double declining balance method and had estimated lives in accordance with our accounting policies; (g) the exclusion of the operations of TPB Real Estate, LLC, which we did not acquire as part of the Partsbin acquisition and was insignificant to Partsbin; and (h) the conforming of Partsbin s accounting policy of revenue recognition to F.O.B. shipping point terms.

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	Nine Months Ended September 30, 2006			
	U.S. Auto Parts	Partsbin(1)	Pro Forma Adjustments(2)	Pro Forma Combined
	(unaudited) (in thousands, except share and per share data)			
Consolidated Statement of Income Data:				
Net sales	$ 83,514	$ 23,646	$ 206(i)	$ 107,366
Cost of sales	53,779	17,690	145(i)	71,614
Gross profit	29,735	5,956	61	35,752
Operating expenses:				
General and administrative	7,081	1,594	19(e)(g)(h)	8,694
Marketing	10,313	3,419	(193)(a)(e)	13,539
Fulfillment	3,589	19		3,608
Technology	992	413	(100)(e)	1,305
Amortization of intangibles	3,037		3,137(b)	6,174
Total operating expenses	25,012	5,445	2,863	33,320
Income from operations	4,723	511	(2,802)	2,432
Other income (expense):				
Other income (expense)	150	1	(23)(a)	128
Interest expense, net	(950)	(2)	(705)(c)	(1,657)
Other income (expense), net	(800)	(1)	(728)	(1,529)
Income before income taxes	3,923	510	(3,530)	903
Income tax provision (benefit)	479		(738)(f)	(259)
Net income (loss)	$ 3,444	$ 510	$ (2,792)	$ 1,162
Basic net income per share	$ 0.26			$ 0.08
Diluted net income per share	$ 0.19			$ 0.06
Shares used in computation of basic net income per share	13,207,372		1,983,315(d)	15,190,687
Shares used in computation of diluted net income per share	18,388,692		1,983,315(d)	20,372,007

(1) The Partsbin data reflects the period from January 1, 2006 through May 19, 2006, the effective date of the Partsbin acquisition.

(2) The pro forma adjustments reflect (a) the elimination of commission income received from Partsbin for website licensing fees (which was recorded as an expense in Partsbin s statement of operations) prior to the business combination; (b) the assumed amortization related to the acquired Partsbin intangibles as if the Partsbin acquisition occurred on January 1, 2005; (c) the assumed interest expense related to the notes payable obtained as part of the acquisition (includes interest related to the $22.0 million secured debt, the $5.0 million notes payable to the former stockholders of Partsbin, and the warrants issued to the lender); (d) the assumed number of shares that would have been issued to the former Partsbin stockholders if the Partsbin acquisition occurred on January 1, 2005; (e) the deal related bonus paid to Partsbin employees on May 18, 2006; (f) taxes as if both companies operated as a combined S corporation subject to California franchise taxes as of January 1, 2005 and operated as a C corporation subsequent to March 3, 2006; (g) the exclusion of the operations of TPB Real Estate, LLC, which we did not acquire as part of the Partsbin acquisition and was insignificant to Partsbin; (h) the conforming of Partsbin s accounting policies related to depreciation and amortization of fixed assets as if we had amortized such costs using straight-line amortization rather than according to Partsbin s double declining balance method and had estimated lives in accordance with our accounting policies; and (i) the conforming of Partsbin s accounting policy of revenue recognition to F.O.B. shipping point terms.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read together with our selected consolidated financial data and the consolidated financial statements and related notes included elsewhere in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under the section entitled Risk Factors and elsewhere in this prospectus, our actual results may differ materially from those anticipated in these forward-looking statements.

Overview

We are a leading online provider of aftermarket auto parts, including body parts, engine parts and performance parts and accessories. Our user-friendly websites provide customers with a broad selection of approximately 550,000 SKUs, with detailed product descriptions and photographs. Our proprietary product database maps our 550,000 SKUs to over 4.3 million product applications based on vehicle makes, models and years. We principally sell our products to individual consumers through our network of websites and online marketplaces. Our flagship websites are located at *www.partstrain.com* and *www.autopartswarehouse.com*. We believe our strategy of disintermediating the traditional auto parts supply channels and selling products directly to customers over the Internet allows us to more efficiently deliver products to our customers while generating higher margins.

Our History. We were formed in 1995 as a distributor of aftermarket auto parts and launched our first website in 2000. We rapidly expanded our online operations, increasing the number of SKUs sold through our e-commerce network, adding additional websites, improving our Internet marketing proficiency and commencing sales in online marketplaces. As a result, our business has grown consistently since 2000, generating net sales of $59.7 million for the year ended December 31, 2005 and $83.5 million for the nine months ended September 30, 2006.

Recent Acquisition. In May 2006, we completed the acquisition of Partsbin. As a result of this acquisition, we expanded our product offering and product catalog to include performance parts and accessories and additional engine parts, enhanced our ability to reach more customers and added a complementary, drop-ship order fulfillment method. Partsbin also expanded our international operations by adding two outsourced call centers in the Philippines and in India, as well as a Canadian subsidiary to facilitate sales in Canada. We also augmented our technology platform and expanded our management team. The purchase price for Partsbin consisted of $25.0 million in cash, promissory notes in the aggregate principal amount of $5.0 million payable to the former stockholders of Partsbin and 1,983,315 shares of our common stock. The acquisition of Partsbin did not result in a new operating segment for financial reporting purposes. Upon completion of this offering, we may pursue selective acquisition opportunities to increase our share of the aftermarket auto parts market and expand our product offerings.

Recent Initiatives. We have recently made several new investments to enhance the value of our business. Since June 30, 2005, we have hired additional key employees, including our Chief Financial Officer, Chief Operating Officer and Chief Information Officer, as well as additional sales and marketing, technology and operations personnel. During 2006, we upgraded our accounting system and made significant software development efforts on our operational systems to support our expected future growth. We have added additional space to our distribution facilities to accommodate the stocking of additional products. We have also modified our product catalog to increase the number of applications available on our websites and have reformatted the catalog to more easily integrate with the Partsbin catalog.

International Operations. In addition to the call center capability in the Philippines and in India that we acquired in connection with the Partsbin acquisition, we own a Philippine subsidiary, which provides us

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with software development, Internet marketing, customer service and sales functions. We believe the cost advantages of our offshore operations provide us with the ability to grow our business in a cost-effective manner, and we expect to continue to add headcount to our offshore operations. We also acquired a Canadian subsidiary in connection with our acquisition of Partsbin to facilitate sales of our products in Canada.

Industry Issues. Certain industry issues could have an adverse impact on our future operating results. First, Ford Global Technologies, LLC has filed a complaint with the USITC alleging that we and certain other parties in the aftermarket auto part distribution chain have infringed certain of Ford s design patents. If Ford is successful in this litigation and other OEMs commence similar actions, we could be precluded from selling certain parts, our costs could increase and the aftermarket auto parts industry in general could be adversely effected. The second issue relates to certain changes in the paid search market. In particular, Yahoo! recently announced that it is changing the manner in which it handles paid search advertising to an approach similar to the one used by Google. We believe this change will make it more difficult for us to ascertain what other companies are bidding for specific key words. The adoption of this approach by Yahoo! and other paid search providers could significantly increase the cost of our Internet advertising.

Basis of Presentation

Net Sales. E-commerce, online marketplaces and wholesale sales represent different sales channels for our products. We generate net sales primarily through the sale of auto parts to individual consumers through our network of e-commerce websites and online marketplaces. E-commerce sales are derived from our network of websites, which are company owned and operated. E-commerce and online marketplace sales also include inbound telephone sales through our call center that supports these sales channels. Online marketplaces consist primarily of sales of our products on online auction websites, where we sell through auctions as well as through storefronts that we maintain on these third-party owned websites. Our wholesale channel represents our distribution of products directly to commercial customers by selling auto parts to auto body shops and collision repair shops located in Southern California. Our wholesale channel also includes the distribution of our Kool-Vue mirror line to auto parts distributors nationwide. To understand revenue generation through our network of e-commerce websites, we monitor several key business metrics, including the following:

Unique Visitors. A unique visitor to a particular website represents a user with a distinct IP address that visits that particular website. We define the total number of unique visitors in a given month as the sum of unique visitors to each of our websites during that month. We measure unique visitors to understand the volume of traffic to our websites and to track the effectiveness of our online marketing efforts. The number of unique visitors has historically varied based on a number of factors, including our marketing activities and seasonality. We believe an increase in unique visitors to our websites will result in an increase in the number of orders. We seek to increase the number of unique visitors to our websites by attracting repeat customers and improving search engine marketing and other Internet marketing activities.

Total Number of Orders. We closely monitor the total number of orders as an indicator of revenue trends. We recognize revenue associated with an order when the products have been shipped, consistent with our revenue recognition policy discussed in Critical Accounting Policies below. Orders are typically processed and shipped within one business day after a customer places an order.

Average Order Value. Average order value represents our net sales for a given period of time divided by the total number of orders recorded during the same period of time. We seek to increase the average order value as a means of increasing net sales. Average order values vary depending upon a number of factors, including the components of our product offering, the order volume in certain online sales channels and the general level of competition online.

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Cost of Sales. Cost of sales consists of the direct costs associated with procuring parts from suppliers and delivering products to customers. These costs include product costs offset by purchase discounts, freight and shipping costs and warehouse supplies.

General and Administrative Expense. General and administrative expense consists primarily of administrative payroll and related expenses, credit card and other transaction processing fees, legal and professional fees, amortization of software and other administrative costs.

Marketing Expense. Marketing expense consists of Internet marketing costs and fees, Internet commerce facilitator fees and other advertising costs, as well as payroll and related expenses associated with our marketing and customer service personnel, including the call centers. These costs are generally variable and are typically a function of net sales.

Fulfillment Expense. Fulfillment expense consists primarily of payroll and related costs associated with our warehouse employees, facility rent, building maintenance, depreciation and other costs associated with inventory management and our wholesale operations.

Technology Expense. Technology expense consists primarily of payroll and related expenses of our information technology personnel, the cost of hosting our servers, communications expenses and Internet connectivity costs, computer support and software development.

Amortization of Intangibles. Amortization of intangibles consists primarily of the amortization expense associated with certain intangibles recorded as a result of the Partsbin acquisition, in addition to the amortization expense of our capitalized domain names.

Other Income (Expense), Net. Other income (expense), net consists primarily of interest expense on our outstanding loan balances and capital leases.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales, costs and expenses, as well as the disclosure of contingent assets and liabilities and other related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of our assets and liabilities that are not readily apparent from other sources. In many instances, we could have reasonably used different accounting estimates. Actual results could differ from those estimates, and we include any revisions to our estimates in our results for the period in which the actual amounts become known.

We believe the critical accounting policies described below affect the more significant judgments and estimates used in the preparation of our consolidated financial statements. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our historical consolidated financial condition and results of operations:

Revenue Recognition. We recognize revenue from product sales when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, delivery has occurred (to the common carrier), the selling price is fixed or determinable and collectibility is reasonably assured.

We evaluate the criteria of EITF 99-19, *Reporting Revenue Gross as a Principal Versus Net as an Agent*, in determining whether it is appropriate to record the gross amount of product sales and related costs or the net amount earned as commissions. When we are the primary party obligated in a transaction,

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are subject to inventory risk, have latitude in establishing prices and selecting suppliers or have several but not all of these indicators, revenue is recorded gross.

Product sales and shipping revenues, net of promotional discounts and return allowances, are recorded when the products are shipped and title passes to customers. Retail items sold to customers are made pursuant to terms and conditions that provide for transfer of both title and risk of loss upon our delivery to the carrier. Return allowances, which reduce product revenue by our best estimate of expected product returns, are estimated using historical experience. We generally require payment by credit card at the point of sale. Amounts received prior to when we ship goods to customers are recorded as deferred revenue.

We periodically provide incentive offers to our customers to encourage purchases. Such offers include current discount offers, such as percentage discounts off of current purchases and other similar offers. Current discount offers, when accepted by our customers, are treated as a reduction to the purchase price of the related transaction. Current discount offers and inducement offers are classified as an offsetting amount in Net sales.

Inventory. Inventory consists of finished goods available-for-sale and is stated at the lower of cost or market value, determined using the first in, first out (FIFO) method. We purchase inventory from suppliers both domestically and internationally, primarily in Taiwan and China. We believe that our products are generally available from more than one supplier, and we maintain multiple sources for many of our products, both internationally and domestically. We offer a broad line of auto parts for automobiles from model years 1965 to 2006. Because of the continued demand for our products, we primarily purchase products in bulk quantities to take advantage of quantity discounts and to ensure inventory availability. Inventory is reported net of inventory reserves for slow moving, obsolete or scrap product, which are established based on specific identification of slow moving items and the evaluation of overstock considering anticipated sales levels. If actual market conditions are less favorable than those anticipated by management, additional reserves may be required. Historically, our recorded reserve for returns has been adequate to provide for actual returns.

Website and Software Development Costs. We capitalize certain costs associated with software developed for internal use according to EITF No. 00-2, *Accounting for Website Development Costs* (EITF 00-2) and Statement of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use* (SOP 98-1). Under the provisions of EITF 00-2 and SOP 98-1, we capitalize costs associated with website development and software developed for internal use when both the preliminary project design and testing stage are completed and management has authorized further funding for the project, which it deems probable of completion and to be used for the function intended. Capitalized costs include amounts directly related to website development and software development such as payroll and payroll-related costs for employees who are directly associated with, and who devote time to, the internal-use software project. Capitalization of these costs ceases when the project is substantially complete and ready for its intended use.

Long-Lived Assets and Intangibles. We have adopted Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Asset* (SFAS No. 142). Under SFAS No. 142, intangible assets with indefinite useful lives are subject to reduction only when their carrying amounts exceed their estimated fair values based on impairment tests established by SFAS No. 142 that must be made at least annually. Capitalized amounts are amortized on a straight-line basis over their estimated useful lives. During the year ended December 31, 2004, we acquired intangibles in the amount of $50,000 relating to Internet domain names. In May 2006, we acquired approximately $52.3 million of intangibles related to the acquisition of Partsbin. We preliminarily allocated $29.0 million to websites, $2.3 million to domain names, $4.1 million to software assets, $3.0 million to long-term, favorable supplier relationships and $13.9 million to goodwill. Domain names are generally not amortized, capitalized websites are amortized over five years, and software assets and supplier relationships are amortized over three years.

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In accordance with SFAS No. 142 and SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, we assess long-lived assets, including intangibles subject to amortization, and indefinite lived intangibles, including goodwill, for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable based on the undiscounted estimated future cash flows expected to result from its use and eventual disposition. We recognize impairment in our operating results to the extent that the carrying value exceeds the discounted cash flows of future operations. We did not recognize any impairment losses for the years ended December 31, 2003, 2004 or 2005. If our key assumptions used to determine estimated discounted cash flows change in the future, we may be required to record impairment charges.

Income Taxes. In 1996, we elected to be taxed as an S corporation for income tax purposes under provisions of the Internal Revenue and California Taxation Codes, which require that our income or loss be reported on the individual income tax returns of our stockholders; however, one of our former consolidated entities, MBS Marketing, Inc., was historically subject to federal income taxes and income taxes in California and Tennessee at statutory rates since its inception. In connection with our recapitalization, our S corporation status was terminated in March 2006, and we became a Delaware C corporation. MBS Marketing, Inc. was merged into us in June 2005 and consolidated with us for all periods presented for financial reporting purposes.

We account for income taxes for MBS Marketing, incorporated as a C corporation, and after March 3, 2006, for U.S. Auto Parts, in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS No. 109). Under SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When appropriate, we establish a valuation reserve to reduce deferred tax assets, which includes tax credits and loss carry forwards, to the amount that is more likely than not to be realized. Should future income be less than anticipated by management, we may be required to record a valuation allowance against our deferred tax assets.

Share-Based Compensation. We did not issue any stock options prior to March 2006. Effective January 1, 2006, we adopted SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS No. 123(R)). SFAS No. 123(R) requires that all share-based compensation to employees, including grants of employee stock options, be recognized in our financial statements based on their respective grant date fair values. Under this standard, the fair value of each share-based payment award is estimated on the date of grant using an option pricing model that meets certain requirements. We currently use the Black-Scholes option pricing model to estimate the fair value of our share-based payment awards. The determination of the fair value of share-based payment awards utilizing the Black-Scholes model is affected by our stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. We do not have a history of market prices of our common stock as we are not a public company, and as such we estimate volatility in accordance with SAB No. 107 using historical volatilities of similar public entities. The expected life of the awards is based on a simplified method which defines the life as the average of the contractual term of the options and the weighted average vesting period for all open tranches. The risk-free interest rate assumption is based on observed interest rates appropriate for the terms of our awards. The dividend yield assumption is based on our history and expectation of paying no dividends. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Share-based compensation expense recognized in our financial statements in 2006 and thereafter is based on awards that are ultimately expected to vest. If factors change and we employ different assumptions, share-based compensation expense may differ significantly from what we have recorded in the past. If there are any modifications or cancellations of the underlying unvested

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securities, we may be required to accelerate, increase or cancel any remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that we grant additional equity awards to employees or we assume unvested equity awards in connection with acquisitions.

Valuation at the Time of Grant. We have granted to our employees options to purchase common stock at exercise prices equal to the fair market value of the underlying common stock at the time of each grant, as determined by our board of directors.

In valuing our common stock, our board of directors considered a number of factors, including:

- the illiquidity of our capital stock as a private company;
- the vesting restrictions imposed upon the equity awards;
- the business risks we faced;
- the liquidation preferences and other rights, preferences and privileges of our outstanding preferred stock;
- the likelihood of a financing event, such as a public offering;
- valuation indicators for our common stock price, primarily established through preferred stock issuances to third parties for cash and issuance values used as consideration for the acquisition of Partsbin;
- valuation estimates supported by independent third party valuations;
- our actual financial condition and results of operations relative to our formal operating plan during the relevant period;
- forecasts of our financial results, market conditions affecting the e-commerce sector, and changes in our management team;
- the closing of our Series A convertible preferred stock financing; and
- the closing date of the Partsbin acquisition as well as the date of a contemporaneous independent, third party valuation.

At the date of each option grant, our board of directors determined that the exercise price for each option was equal to the then-existing fair value of our common stock.

During the nine months ended September 30, 2006, we recognized share-based compensation of $604,000, determined in accordance with SFAS No. 123(R). Based on options outstanding as of September 30, 2006 and assuming that all employees remain employed by us for their remaining vesting periods, we expect to recognize an aggregate of approximately $367,000 of share-based compensation expense during the remainder of 2006 and an additional $1.5 million of share-based compensation expense during each of 2007 and 2008. The total compensation costs related to unvested stock options as of September 30, 2006 was $5.8 million.

Recent Accounting Pronouncements

FIN 48. In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109* (FIN 48). FIN 48 clarifies the recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is

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effective for fiscal years beginning after December 15, 2006. We will adopt this interpretation as required. We are currently evaluating the impact of this interpretation on our consolidated financial statements.

Results of Operations

The following table sets forth selected statement of income data for the periods indicated, expressed as a percentage of net sales:

	Years Ended December 31,			Nine Months Ended September 30,	
	2003	2004	2005	2005	2006
Net sales	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of sales	56.3	52.5	58.3	58.8	64.4
Gross profit	43.7	47.5	41.7	41.2	35.6
Operating expenses:					
General and administrative	7.2	8.9	12.2	12.6	8.5
Marketing	11.4	11.1	9.7	9.8	12.3
Fulfillment	10.3	7.4	7.3	7.2	4.3
Technology	1.3	1.9	1.5	1.4	1.2
Amortization of intangibles		0.0	0.0	0.0	3.6
Total operating expenses	30.2	29.3	30.7	31.0	29.9
Income from operations	13.6	18.3	11.0	10.2	5.7
Other income (expense):					
Loss from disposition of assets	(0.2)				(0.1)
Other income	0.1	0.2	0.3	0.4	0.2
Interest income (expense), net	(0.0)	(0.1)	(0.2)	(0.2)	(1.1)
Other income (expense), net	(0.1)	0.1	0.1	0.2	(1.0)
Income before income taxes	13.4	18.3	11.1	10.4	4.7
Income tax provision (benefit)	1.5	0.8	(0.3)	(0.4)	0.6
Net income	11.9%	17.5%	11.4%	10.8%	4.1%

Nine Months Ended September 30, 2005 Compared to Nine Months Ended September 30, 2006

Net Sales and Gross Margin

	Nine Months Ended September 30,			
	2005	2006	$ Change	% Change
	(in thousands)			
Net sales	$ 43,979	$ 83,514	$ 39,535	89.9%
Cost of sales	25,876	53,779	27,903	107.8%
Gross profit	$ 18,103	$ 29,735	$ 11,632	64.3%
Gross margin	41.2%	35.6%		(5.6)%

Net sales increased due to a 119.3% increase in our online business, which consists of our e-commerce and online marketplace channels, that was principally driven by the acquisition of Partsbin, which was completed on May 19, 2006. E-commerce sales increased $35.8 million, or

141.5%, from $25.3 million for the nine months ended September 30, 2005 to $61.1 million in the corresponding period of 2006. The

Partsbin acquisition significantly increased the number of engine parts, performance parts and accessories offered to our customers. The total number of our e-commerce orders increased from 207,000 orders for the nine months ended September 30, 2005 to 505,000 orders in the corresponding period of 2006, and our average order value for the nine months ended September 30, 2006 was $120. The increase in net sales also

reflected a $3.7 million, or 47.4%, increase in our online marketplace sales, which included the contribution of Partsbin sales through this channel. Online marketplace sales were $7.8 million for the nine months ended September 30, 2005 compared to $11.5 million in the corresponding period of 2006. Net sales of our Kool-Vue product line and sales of other products through our wholesale channel remained relatively constant in absolute dollars for the nine months ended September 30, 2006 as compared to the corresponding period of 2005 but declined as a percentage of net sales. There was no meaningful change in wholesale sales for the nine months ended September 30, 2005 compared to the corresponding period of 2006. We anticipate that sales through our wholesale channel will continue to decline as a percentage of net sales in the future due to our primary focus on our online business.

Seasonality represents a known trend in our business. We expect seasonality to continue in future years as automobile collisions create increased demand for body parts in winter months and consumers continue to undertake projects to maintain and enhance the performance of their automobiles in the summer months. Seasonality trends will continue to have a material impact on our financial condition and results of operations during any given year.

While gross profit increased largely as a function of the increase in net sales, gross margin declined in the nine months ended September 30, 2006 primarily due to the introduction of lower gross margin products sold in our e-commerce channel through our drop-ship distribution method. Although we are able to determine gross profit at the SKU level within our sales channels, we do not currently track gross profit separately for each sales channel. This distribution method commenced largely in connection with the Partsbin acquisition and has generated lower product margins than our stock-and-ship distribution method. We expect, however, that this new distribution method will allow us to offer a broader product selection and facilitate a more scalable business. Cost of freight increased in absolute dollars as a result of the increase in net sales, which increase was partially offset due to favorable shipping terms with our drop-ship suppliers. The decline in gross margin was also due in part to the expansion of sales in our online marketplaces to include additional lower gross margin products. We experienced declining margins in recent years due to overall competitive pressure in the market and recently as a result of the Partsbin acquisition completed in May 2006. We expect our margins to stabilize in the future, however as we continue to focus on various initiatives designed to improve gross margins and overall profitability.

General and Administrative Expense

	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2006	$ Change	% Change
	(in thousands)			
General and administrative expense	$ 5,555	$ 7,081	$ 1,526	27.5%
Percent of net sales	12.6%	8.5%		(4.1)%

The increase in general and administrative expense in the current period was primarily due to an increase of $861,000 in merchant fees related to higher online sales; however, merchant fees remained relatively constant as a percentage of net sales. The increase in general and administrative expense reflects higher payroll and related expenses in the amount of $750,000, which was largely due to the hiring of nine additional administrative personnel, as well as higher compensation payable to such personnel. This increase was partially offset by a $483,000 reduction in legal fees in the current period, which was primarily

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related to an aborted financing transaction in 2005. This increase also includes $359,000 of share-based compensation related to options granted in the current period. Following this offering, we anticipate we will incur increased general and administrative expenses related to operating as a public company, such as increased legal and accounting fees, higher insurance premiums, and increased personnel and employee benefit costs and non-employee director costs. We expect that the costs of compliance associated with the transition to and operation as a public company, including the requirements relating to improving and documenting our internal controls and procedures, as well as changes in corporate governance practices, will be significant.

Marketing Expense

	Nine Months Ended September 30,			
	2005	2006	$ Change	% Change
	(in thousands)			
Marketing expense	$ 4,315	$ 10,313	$ 5,998	139.0%
Percent of net sales	9.8%	12.3%		2.5%

The increase in marketing expense for the nine months ended September 30, 2006 was primarily due to a $3.8 million increase in advertising costs related to the expansion of our online marketing efforts, as well as higher sales commissions related to the increase in net sales in the current period of 2006. In addition, marketing expense increased $1.7 million due to the addition of 146 employees, which increased our total number of employees from 143 in the prior year to 289 in the current period.

Fulfillment Expense

	Nine Months Ended September 30,			
	2005	2006	$ Change	% Change
	(in thousands)			
Fulfillment expense	$ 3,162	$ 3,589	$ 427	13.5%
Percent of net sales	7.2%	4.3%		(2.9)%

The increase in fulfillment expense in the current period was primarily due to a $325,000 increase in personnel costs related to the addition of 12 employees. In addition, depreciation expense increased by $111,000 as a result of the addition in depreciable warehouse equipment in the current year.

Technology Expense

	Nine Months Ended September 30,			
	2005	2006	$ Change	% Change
	(in thousands)			
Technology expense	$ 596	$ 992	$ 396	66.4%
Percent of net sales	1.4%	1.2%		(0.2)%

The increase in technology expense was primarily due to higher communication fees to support the expanded communications infrastructure and the addition of $103,000 of share-based compensation expense.

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Amortization of Intangibles

	Nine Months Ended September 30, 2005	2006	$ Change	% Change
	(in thousands)			
Amortization of intangibles	$ 13	$ 3,037	$ 3,024	Not meaningful
Percent of net sales	0.0%	3.6%		3.6%

The increase in amortization of intangibles in the current period was primarily due to the intangible assets acquired pursuant to the acquisition of Partsbin completed in May 2006. We preliminarily estimate aggregate amortization expense for the years ending December 31, 2007 and 2008 will be approximately $8.2 and $8.2 million, respectively.

Other Income (Expense), Net

	Nine Months Ended September 30, 2005	2006	$ Change	% Change
	(in thousands)			
Other income (expense), net	$ 97	$ (800)	$ (897)	Not meaningful
Percent of net sales	0.2%	(0.9)%		(1.1)%

The increase in other income (expense), net in the current period was primarily due to an $964,000 increase in interest expense from the notes payable incurred during 2006 as part of the recapitalization and acquisition of Partsbin. This increase was partially offset by increase in interest income during the current period as a result of generally higher cash balances. We anticipate that interest expense will decrease after this offering since we plan to use a portion of the proceeds of this offering to repay our term loans and stockholder notes.

Year Ended December 31, 2004 Compared to Year Ended December 31, 2005

Net Sales and Gross Margin

	Years Ended December 31, 2004	2005	$ Change	% Change
	(in thousands)			
Net sales	$ 40,658	$ 59,698	$ 19,040	46.8%
Cost of sales	21,334	34,829	13,495	63.3%
Gross profit	$ 19,324	$ 24,869	$ 5,545	28.7%
Gross margin	47.5%	41.7%		(5.8)%

Net sales increased due to a $17.5 million, or 63.1%, increase in our online business, which was principally driven by the expansion of our online marketplaces, which generated net sales of $10.6 million in 2005. Online marketplace sales commenced in late 2004 and represented only nominal sales prior to 2005. Our e-commerce sales increased $7.3 million, or 26.5%, from $27.5 million in 2004 to $34.8 million in 2005, primarily as a result of an increase of 43.2% in the number of orders in 2005, which was partially offset by a $14 decrease in the average order value in 2005. While sales of our Kool-Vue product line increased $1.9 million in 2005, sales of other products through our wholesale channel declined both in absolute dollars and as a percentage of net sales due to our primary focus on our online business. Overall, wholesale sales (which includes Kool-Vue sales) increased $1.5 million, or 11.3%, from $12.9 million in 2004 to $14.4 million in 2005.

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While gross profit increased largely as a function of the increase in net sales, gross margin declined in 2005 primarily due to a 2.9% increase in shipping and freight expense as a percent of net sales to 15.2% in 2005 compared to 12.3% in 2004. This increase in shipping and freight expense as a percent of net sales was primarily the result of increased sales through our online marketplaces that have a higher ratio of shipping costs to product sales. Gross margin also decreased as a result of increased competition and the addition of our online marketplaces channel, which occurred late in 2004.

General and Administrative Expense

	Years Ended December 31, 2004	2005	$ Change	% Change
	(in thousands)			
General and administrative expense	$ 3,599	$ 7,254	$ 3,655	101.6%
Percent of net sales	8.9%	12.2%		3.3%

The increase in general and administrative expense in 2005 primarily reflects the amortization of software in the amount of $1.8 million related to our purchase of software in late 2004, higher payroll and related costs associated with higher average compensation in 2005, as well as an increase of $980,000 in legal and professional fees in 2005 principally related to an aborted financing transaction. We expect general and administrative expenses to continue to increase in absolute dollars and as a percent of net sales as we expand our sales, increase our staff, and incur additional costs related to the growth of our business and compliance requirements associated with being a public company.

Marketing Expense

	Years Ended December 31, 2004	2005	$ Change	% Change
	(in thousands)			
Marketing expense	$ 4,526	$ 5,802	$ 1,276	28.2%
Percent of net sales	11.1%	9.7%		(1.4)%

The increase in marketing expense in 2005 primarily reflects increased Internet marketing costs of $867,000, auction fees related to sales in our online marketplaces, which largely commenced in 2005, higher sales commissions related to the increase in net sales in 2005 and higher payroll and related costs associated with the addition of nine marketing employees in 2005.

Fulfillment Expense

	Years Ended December 31, 2004	2005	$ Change	% Change
	(in thousands)			
Fulfillment expense	$ 2,990	$ 4,357	$ 1,367	45.7%
Percent of net sales	7.4%	7.3%		(0.1)%

The increase in fulfillment expense in 2005 primarily reflects higher payroll and related costs associated with the addition of 27 warehouse and shipping employees in 2005, as well as additional rent and moving expenses related to the opening of a second warehouse in Carson, California in September 2004, which only had four months of activity in 2004 compared to a full year in 2005.

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Technology Expense

	Years Ended December 31,			
	2004	2005	$ Change	% Change
	(in thousands)			
Technology expense	$ 776	$ 868	$ 92	11.9%
Percent of net sales	1.9%	1.5%		(0.4)%

The increase in technology expense in 2005 primarily reflects an increase in communication infrastructure expense of $115,000, which was partially offset by a $53,000 decrease in computer support services.

Other Income (Expense), Net

	Years Ended December 31,			
	2004	2005	$ Change	% Change
	(in thousands)			
Other income (expense), net	$ 36	$ 85	$ 49	136.1%
Percent of net sales	0.1%	0.1%		0.0%

The increase in other income (expense), net in 2005 primarily reflects a $111,000 increase in website rental income, which was offset by a $62,000 increase in interest expense related to higher average borrowings in 2005.

Year Ended December 31, 2003 Compared to Year Ended December 31, 2004

Net Sales and Gross Margin

	Years Ended December 31,			
	2003	2004	$ Change	% Change
	(in thousands)			
Net sales	$ 31,657	$ 40,658	$ 9,001	28.4%
Cost of sales	17,814	21,334	3,520	19.8%
Gross profit	$ 13,843	$ 19,324	$ 5,481	39.6%
Gross margin	43.7%	47.5%		3.8%

Net sales increased primarily due to a $5.9 million, or 27.6%, increase in our e-commerce sales, which was largely driven by an increase in the number of orders from online customers by 58,000 from 143,000 in 2003 to 201,000 in 2004. E-commerce sales were $21.6 million in 2003 and $27.5 million in 2004, an increase of 27.3%. Online marketplace sales commenced in late 2004 and represented $300,000 in 2004. In addition, sales in our wholesale channel increased $2.8 million, or 27.2%, from $10.1 million in 2003 to $12.9 million in 2004 primarily due to an increase in the number of DIFM customers purchasing our products, as well as an increase in the number of products offered to our customers.

Gross profit increased as a result of the 28.4% increase in net sales and a 3.8% increase in gross margin. The gross margin increase in 2004 was primarily attributable to an increase in the local wholesale gross margin due to a customer mix shift away from high volume, low margin customers to a broader customer base with higher gross margin sales. In addition, outbound freight expense as a percentage of net sales decreased by 0.9% to 12.3% of net sales.

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General and Administrative Expense

	Years Ended December 31, 2003	2004	$ Change	% Change
	(in thousands)			
General and administrative expense	$ 2,284	$ 3,599	$ 1,315	57.6%
Percent of net sales	7.2%	8.9%		1.7%

The increase in general and administrative expense in 2004 primarily reflects higher payroll and related costs associated with the addition of eight administrative employees in 2004 and employee bonuses. General and administrative expense in 2004 also includes the amortization of software in the amount of $326,000 related to our purchase of software in late 2004.

Marketing Expense

	Years Ended December 31, 2003	2004	$ Change	% Change
	(in thousands)			
Marketing expense	$ 3,617	$ 4,526	$ 909	25.1%
Percent of net sales	11.4%	11.1%		(0.3)%

The increase in marketing expense in 2004 primarily reflects higher payroll and related costs associated with the addition of 13 marketing employees in 2004 and higher commissions related to the increase in net sales in 2004, as well as an increase of $1.4 million in Internet marketing costs. These increases were offset by a $1.1 million decline in web development consulting fees, primarily as a result of our software purchase in 2004, enabling us to conduct these marketing activities internally.

Fulfillment Expense

	Years Ended December 31, 2003	2004	$ Change	% Change
	(in thousands)			
Fulfillment expense	$ 3,246	$ 2,990	$ (256)	(7.9)%
Percent of net sales	10.3%	7.4%		(2.9)%

The decrease in fulfillment expense in 2004 primarily reflects a decrease in the number of warehouse and shipping employees in 2004 to 62 from 67 such employees in 2003 and a decline in bad debt expense. In 2003, we incurred bad debt expense of approximately $274,000 related to non-payment by larger wholesale distributor customers whose services were subsequently terminated, for which there was not a similar bad debt expense incurred in 2004. The decrease in fulfillment expense in 2004 was partially offset by increased rental expense and moving expenses relating to the move of our principal warehouse and corporate office in October 2003.

Technology Expense

	Years Ended December 31, 2003	2004	$ Change	% Change
	(in thousands)			
Technology expense	$ 405	$ 776	$ 371	91.6%
Percent of net sales	1.3%	1.9%		0.6%

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The increase in technology expense primarily reflects an increase of $198,000 in costs associated with computer support services and higher payroll and related costs associated with the addition of one technical employee in 2004, as well as an increase in communications and access fees largely related to increased traffic to our websites and inbound sales calls.

Other Income (Expense), Net

	Years Ended December 31, 2003	2004	$ Change	% Change
	(in thousands)			
Other income (expense), net	$ (42)	$ 36	$ 78	Not meaningful
Percent of net sales	(0.1)%	0.1%		Not meaningful

The increase in other income (expense), net was primarily due to a $47,000 increase in website commissions and a $62,000 loss on asset disposition. The website commissions related to website licensing fees, which fees terminated in April 2006. This increase was partially offset by a $32,000 increase in interest expense associated with capital leases.

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Quarterly Results of Operations

The following tables present unaudited quarterly results of operations, in dollar amounts and as a percentage of net sales, for the last seven quarters. This information has been derived from our unaudited consolidated financial statements and has been prepared by us on a basis consistent with our audited consolidated financial statements and includes all adjustments, consisting only of normal recurring adjustments, which management considers necessary for a fair presentation of the information for the periods presented.

	Three Months Ended						
	March 31, 2005	June 30, 2005	Sept. 30, 2005	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006
	(in thousands, except share and per share data)						
Consolidated Statement of Income Data:							
Net sales	$14,186	$15,238	$14,555	$15,719	$18,005	$26,966	$38,543
Cost of sales	7,860	9,410	8,606	8,953	10,259	17,617	25,903
Gross profit	6,326	5,828	5,949	6,766	7,746	9,349	12,640
Operating expenses:							
General and administrative (1)	1,966	1,905	1,684	1,699	1,969	2,326	2,786
Marketing (1)	1,273	1,507	1,535	1,487	2,014	3,240	5,059
Fulfillment (1)	950	1,087	1,125	1,195	1,152	1,213	1,224
Technology (1)	183	211	202	272	167	345	480
Amortization of intangibles	5	4	4	4	4	947	2,086
Total operating expenses	4,377	4,714	4,550	4,657	5,306	8,071	11,635
Income from operations	1,949	1,114	1,399	2,109	2,440	1,278	1,005
Other income (expense):							
Other income (expense)	83	43	39	26	149	3	(2)
Interest expense, net	(20)	(18)	(31)	(37)	(40)	(317)	(593)
Other income (expense), net	63	25	8	(11)	109	(314)	(595)
Income before income taxes	2,012	1,139	1,407	2,098	2,549	964	410
Income tax provision (benefit)	34	(256)	24	35	(163)	425	217
Net income	$ 1,978	$ 1,395	$ 1,383	$ 2,063	$ 2,712	$ 539	$ 193