

**Charter of the Strategic Committee  
of the Board of Directors of  
U.S. Auto Parts Network, Inc.**

**Adopted as of May 2, 2008**

**1. Purposes.**

The purposes of the Strategic Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of U.S. Auto Parts Network, Inc. (the “*Company*”) shall be to assist the Board in providing strategic direction to the Company and its executive officers regarding business development and expansion opportunities, subject to the limitations imposed by this Charter and the Company’s bylaws.

**2. Composition.**

(a) At Least Two Members; Chairperson. The Committee shall consist of a minimum of two directors, with at least one such member being “independent” as defined in Section 2(b) below. The Board shall designate a Committee member as the Chairperson of the Committee. If the Board fails to designate a Committee member as the Chairperson, a majority of the authorized number of members of the Committee shall designate one member to serve as the Chairman.

(b) Independence. At least one member of the Committee shall be “*independent*” as determined by the Board and as defined in the listing standards of The NASDAQ Global Market or such other national securities exchange on which the Company’s securities are then listed, as the same may be amended from time to time (the “*listing standards*”), the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and any other laws applicable to the Company.

(c) Appointment; Filling Vacancies. Subject to the requirements of the listing standards and the Bylaws of the Company, the Board initially shall appoint the Committee members to serve until their respective death, resignation or removal by the Board. Upon the death, resignation or removal of a Committee member, the Board will appoint a replacement member. The Board may fill any vacancies on the Committee and may remove any member of the Committee at any time, with or without cause.

**3. Meetings; Reports and Resources of the Committee.**

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable. The Chairperson of the Committee or a majority of the Committee members may call meetings of the Committee. The Committee also may hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or by telephone. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company’s minute books. The Committee may meet separately with other directors, the Chief Executive Officer, the Chief Financial Officer and other Company employees, agents or representatives invited by the Committee.

(b) Procedures. The Committee may establish its own procedures in a manner not inconsistent with this Charter, the Company’s Bylaws, applicable laws or regulations, or the listing standards. A majority of the authorized number of members of the Committee shall constitute a

quorum for the transaction of Committee business, and a majority vote of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company's Bylaws, applicable laws or regulations, or the listing standards.

(c) Reports. The Committee shall report its actions and recommendations, if any, to the Board after each Committee meeting.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct and independent access to the Company's other directors, management and personnel, as well as to the Company's books, records and facilities, to carry out the Committee's purposes.

#### **4. Authority and Responsibilities.**

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

(a) To assist the Board and the Company's executive officers in evaluating potential opportunities to expand the Company's current business and revenues, as well as its business divisions and product lines;

(b) To provide strategic direction and oversight to management in connection with such expansion and the implementation of new business development opportunities; and

(c) To evaluate and provide direction to management regarding any strategic acquisitions of other businesses, companies and assets; and

The Committee shall also perform such other functions as are delegated to it by the Board from time to time that are not inconsistent with this Charter or the Bylaws of the Company.

#### **5. Limitation on the Role of the Committee**

(a) Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that in any way exceeds the standard to which all members of the Board of Directors are subject under applicable law.

(b) Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and on the accuracy of the information provided to the Company by such persons or organizations.