

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

Adopted as of January 19, 2007

1. Purposes.

The primary purposes of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of U.S. Auto Parts Network, Inc. (the “*Company*”) are to (a) determine or recommend to the Board the cash and non-cash compensation of the Company’s executive officers (as defined in the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended); (b) evaluate the performance of the Company’s executive officers; (c) administer or make recommendations to the Board with respect to the administration of the Company’s equity-based and other incentive compensation plans; and (d) oversee the preparation of the “Compensation Disclosure and Analysis” and the related Compensation Committee Report for inclusion in the Company’s annual proxy statement.

2. Composition.

(a) At Least Three Members. The Committee shall consist of a minimum of three independent directors as defined in Section 2(b) below. The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All members 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. In addition, all Committee members shall qualify as “non-employee directors” within the meaning of SEC Rule 16b-3 as promulgated under the Securities Exchange Act of 1934, amended, and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, or such successor provisions.

(c) Appointment. Subject to the requirements of the listing standards and the bylaws of the Company, the Board shall annually appoint Committee members. Members of the Committee shall serve for one year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. 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, but not less than once a year. The Chairperson or a majority of the Committee members may call meetings of the Committee. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or 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 in separate executive sessions with other directors, the Chief Executive Officer (the “*CEO*”) and other Company employees, agents or representatives invited by the Committee, provided, however, that the Company’s CEO is not permitted to be present during any Committee or Board meetings during the deliberations or voting on his compensation.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the bylaws, applicable laws or regulations, or the listing standards. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority 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 bylaws, applicable laws or regulations, or the listing standards.

(c) Reports. The Committee shall provide to the Board at an appropriate time prior to preparation of the Company's proxy statement for its Annual Meeting of Stockholders, a report of the Committee, which report shall be included in such proxy statement. The report shall include a discussion of the Committee's compensation policies applicable to the Company's executive officers and such other information as may be required under the SEC's rules and regulations and the listing standards. The Committee shall also report to the Board on the major items covered by the Committee as it may determine to be appropriate.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee shall have the sole authority to retain and terminate, at the Company's expense, any compensation-consulting firm to assist in evaluating director, executive officer or Chief Executive Officer compensation, and to approve the consulting firm's fees and other retention terms. The Committee is also authorized to retain at the Company's expense, internal or external legal, accounting or other advisers selected by the Committee for matters related to the Committee's purposes (and to terminate any such external advisers so retained).

4. **Authority and Responsibility.**

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

(a) CEO Compensation. To annually review, evaluate and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine the CEO's compensation levels based on this evaluation. In determining any long-term incentive component of CEO compensation, the Committee should consider factors that the Committee deems appropriate, including the Company's performance and relative shareholder return, the value of similar incentive awards provided to CEOs at comparable companies, and the awards given to the CEO in past years.

(b) Non-CEO Executive Compensation. To annually review, evaluate and approve (or make recommendations to the board for approval) for the non-CEO executive officers of the Company (i) the annual base salary level, (ii) the annual and/or quarterly incentive opportunity level, if any, (iii) the long-term incentive opportunity level, if any, (iv) employment agreements, severance arrangements, and change of control agreements/provisions, in each case as, when and if appropriate, and (v) any special or supplemental perquisites and benefits. The CEO may be present at any meeting of the Committee at which the Committee deliberates or votes on executive compensation other than CEO compensation.

(c) Oversight on Compensation Trends and Programs. To periodically review trends in management and Board compensation and the competitiveness of the Company's executive and director compensation programs: (i) to ensure the attraction and retention of director and corporate officers; (ii) to ensure the motivation of the executive officers to achieve the Company's bonus objectives; and (iii) to align the interest of the Company's management with the short- and long-term interests of the Company and its stockholders.

(d) Benefits for New Executive Officers. To review and approve the terms and conditions of the compensation and benefits packages for the Company's new executive officers.

(e) Director Compensation. To evaluate annually and to recommend to the Board the appropriate level of compensation for Board and committee service by non-employee members of the Board.

(f) Officer Evaluations. To oversee the evaluation of the Company's executive officers.

(g) Officer Contracts. Review, approve and evaluate on an annual basis compliance with all employment agreements, separation and severance agreements, and other compensatory contracts, arrangement, prerequisites and payments for the executive officers and ensure such agreements are consistent with the Company's general compensation goals.

(h) Oversight of Equity and Incentive Plans. Periodically review and make recommendations to the Board concerning the Company's equity and other incentive compensation plans, including the need to amend existing plans or adopt new plans or arrangements.

(i) Equity Plan Awards. Assist the Board in the administration of the Company's stock option plans and any equity or incentive compensation plans of the Company, and make recommendations to the Board as to stock options grants and other discretionary awards (including restrictions on such grants or awards) under such plans with respect to the administration of plans as to the executive officers. The Committee shall have all authority of the Board to administer such plans, including the authority to make grants of stock, stock options, restricted stock units, stock appreciation rights or similar awards to individuals eligible to receive such awards under the Company's equity or incentive compensation plans.

(j) Pension and Retirement Plans. The Committee shall review at least annually the Company's pension and retirement plans, including any supplemental executive retirement plans, and make recommendations to the Board regarding the need to amend existing plans or adopt new ones for the purpose of implementing the Committee's strategy regarding pension and retirement benefits.

(k) Compensation Discussion and Analysis. Oversee the preparation of a "compensation discussion and analysis" and a related "compensation committee report" for inclusion in the Company's annual proxy statement and Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the compensation discussion and analysis with management each year prior to preparing the compensation committee report.

(l) Annual Review of Charter and Performance Evaluation. Review this charter annually and recommend to the Board any changes it considers to be appropriate. The Committee shall conduct an annual evaluation of the Committee's performance and shall present its finding and conclusions to the Board.

(m) Compliance with Legal Requirements. Perform any other functions required by applicable law, rules or regulations, including the rules of the SEC and the rules of any exchange or market on which the Company's securities are traded. The Committee also shall perform such other functions as are delegated to it by the Board from time to time.

5. Limitation on the Role of the Compensation 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 advice and information provided to the Company by such persons or organizations.