

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Name/Structure Change

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Affinia Canada Corp.		02/04/2008	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	Affinia Canada ULC
Street Address:	6601A Goreway Dr.
City:	Mississauga, Ontario
State/Country:	CANADA
Postal Code:	L4V 1V6
Entity Type:	Unlimited Liability Corproation: CANADA

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Serial Number:	73837136	IPI
Serial Number:	74285618	INTEGRABLOK
Serial Number:	74293105	CM
Serial Number:	74293106	CM 18
Serial Number:	78447269	CANADIAN METALLIC
Serial Number:	78562492	BRAKEPRO
Serial Number:	78435658	CCM
Serial Number:	73616317	BRAKE-PRO

**CORRESPONDENCE DATA**

Fax Number: (248)566-8533  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 248-566-8532  
 Email: tmdocketing@honigman.com  
 Correspondent Name: Jennifer Sheehan Anderson  
 Address Line 1: 38500 Woodward Ave., Suite 100

CH \$215.00 73837136

Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:

215407- 2009 DEBT FINANCE

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Jennifer Sheehan Anderson

Signature:

/Jennifer Sheehan Anderson/

Date:

07/31/2009

Total Attachments: 9

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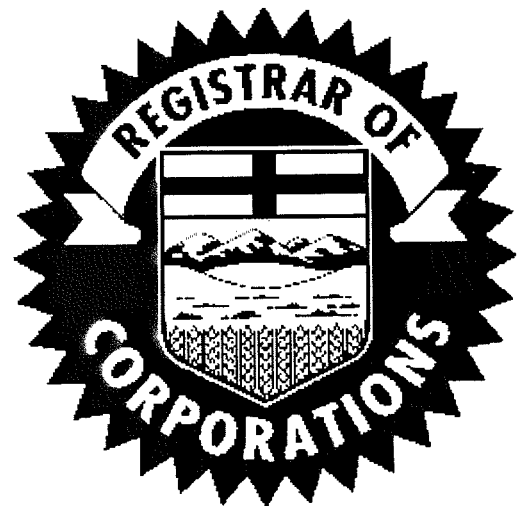
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**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT AND REGISTRATION  
OF RESTATED ARTICLES**

**AFFINIA CANADA ULC  
AMENDED ITS ARTICLES ON 2008/02/04.**



# Name/Structure Change Alberta Corporation - Registration Statement

**Alberta Amendment Date: 2008/02/04**

**Service Request Number:** 11148961

**Corporate Access Number:** 2013790536

**Legal Entity Name:** AFFINIA CANADA CORP.

**French Equivalent Name:**

**Legal Entity Status:** Active

**Alberta Corporation Type:** Named Alberta Corporation

**New Legal Entity Name:** AFFINIA CANADA ULC

**New French Equivalent Name:**

**Nuans Number:** 92071708

**Nuans Date:** 2008/01/24

**French Nuans Number:**

**French Nuans Date:**

**Share Structure:** THE ATTACHED SCHEDULE RE AUTHORIZED SHARES IS INCORPORATED IN THIS FORM.

**Share Transfers Restrictions:** THE ATTACHED SCHEDULE RE SHARE TRANSFER RESTRICTIONS IS INCORPORATED IN THIS FORM.

**Number of Directors:**

**Min Number Of Directors:** 1

**Max Number Of Directors:** 10

**Business Restricted To:** NOT APPLICABLE.

**Business Restricted From:** NOT APPLICABLE.

**Other Provisions:** THE ATTACHED SCHEDULE RE OTHER PROVISIONS IS INCORPORATED IN THIS FORM.

**BCA Section/Subsection:** 173(1)(A) AND (M.1)

**Professional Endorsement Provided:**

**Future Dating Required:**

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**Annual Return**

**No Records returned**

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Share Structure	ELECTRONIC	2008/02/04
Restrictions on Share Transfers	ELECTRONIC	2008/02/04
Other Rules or Provisions	ELECTRONIC	2008/02/04
Letter of Approval	10000202000051351	2008/02/04
Other Rules or Provisions	ELECTRONIC	2008/02/04

**Registration Authorized By:** PETER C. GOODE (MCCARTHY TETRAULT LLP)  
SOLICITOR

# Name/Structure Change Alberta Corporation - Pre-Registration Confirmation Report

**Service Request Number:** 11148961

**Corporate Access Number:** 2013790536

**Legal Entity Name:** AFFINIA CANADA CORP.

**French Equivalent Name:**

**Legal Entity Status:** Active

**Alberta Corporation Type:** Named Alberta Corporation

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**Nuans Date:** 2008/01/24

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**BCA Section/Subsection:** 173(1)(A) AND (M.1)

**Professional Endorsement**

**Provided:**

**Future Dating Required:**

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**Annual Return**

**No Records returned**

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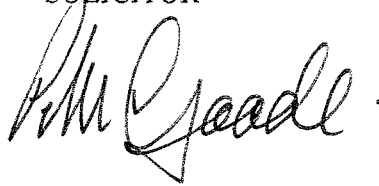
**Attachment**

Attachment Type	Microfilm Bar Code	Date Recorded

**TRADEMARK**  
**REEL: 004035 FRAME: 0671**

Share Structure	ELECTRONIC	2008/02/04
Restrictions on Share Transfers	ELECTRONIC	2008/02/04
Other Rules or Provisions	ELECTRONIC	2008/02/04
Letter of Approval	10000202000051351	2008/02/04
Other Rules or Provisions	ELECTRONIC	2008/02/04

Registration Authorized By: PETER C. GOODE (MCCARTHY TETRAULT LLP)  
SOLICITOR



SCHEDULE RE OTHER PROVISIONS

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.
2. No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:
  - (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors; or
  - (b) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.
3. Meetings of Shareholders may be held outside of Alberta.
4. The liability of each of the shareholders of the Unlimited Liability Corporation for any liability, act or default of the Unlimited Liability Corporation is unlimited in extent and joint and several in nature.

doc no. 1616630 v.1



## SCHEDULE RE OTHER PROVISIONS

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.
2. No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:
  - (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors; or
  - (b) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.
3. Meetings of Shareholders may be held outside of Alberta.
4. The liability of each of the shareholders of the Unlimited Liability Corporation for any liability, act or default of the Unlimited Liability Corporation is unlimited in extent and joint and several in nature.

**Certificate  
of Discontinuance**

**Certificat  
de changement de régime**

**Canada Business  
Corporations Act**

**Loi canadienne sur  
les sociétés par actions**

AFFINIA CANADA CORP.

CORP. AFFINIA CANADA

427852-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation

Je certifie que la société susmentionnée:

a) was discontinued under section 188 of the *Canada Business Corporations Act* and continued under the laws of another jurisdiction as specified in the attached notice;

a) a changé de régime en vertu de l'article 188 de la *Loi canadienne sur les sociétés par actions* et a été prorogée sous le régime d'une autre autorité législative, laquelle est mentionnée dans l'avis ci-joint;

b) was discontinued under section 188 of the *Canada Business Corporations Act* and continued under the  
 i) *Bank Act*,  
 ii) *Canada Cooperative Associations Act*,  
 iii) *Insurance Companies Act*, or  
 iv) *Trust and Loans Companies Act*,  
 as specified in the attached notice; or

b) a changé de régime en vertu de l'article 188 de la *Loi canadienne sur les sociétés par actions* et a été prorogée sous le régime de la:  
 i) *Loi sur les banques*,  
 ii) *Loi sur les associations coopératives du Canada*,  
 iii) *Loi sur les sociétés d'assurances*,  
 v) *Loi sur les sociétés de fiducie et de prêt*,  
 laquelle est mentionnée dans l'avis ci-joint;

c) was amalgamated pursuant to the provisions of the  
 i) *Bank Act*,  
 ii) *Canada Cooperative Associations Act*,  
 iii) *Cooperative Credit Associations Act*,  
 iv) *Insurance Companies Act*, or  
 v) *Trust and Loans Companies Act*.  
 as specified in the attached notice.

c) a été fusionnée en vertu des dispositions de la  
 i) *Loi sur les banques*,  
 ii) *Loi sur les associations coopératives du Canada*,  
 iii) *Loi sur les associations coopératives de crédit*,  
 iv) *Loi sur les sociétés d'assurances*,  
 v) *Loi sur les sociétés de fiducie et de prêt*,  
 laquelle est mentionnée dans l'avis ci-joint.



Richard G. Shaw  
 Director - Directeur

February 4, 2008 / le 4 février 2008

Date of Discontinuance - Date du changement de régime



Industry Canada  
**Corporations Canada**  
 9th floor  
 Jean Edmonds Towers South  
 365 Laurier Avenue West  
 Ottawa, Ontario K1A 0C8

Industrie Canada  
**Corporations Canada**  
 9e étage  
 Tour Jean Edmonds sud  
 365, avenue Laurier ouest  
 Ottawa (Ontario) K1A 0C8

February 13, 2008 / le 13 février 2008

Your file - Votre référence

ANITA PINTIMALLI  
 MCCARTHY TETRAULT  
 40 ELGIN ST  
 SUITE 1400  
 OTTAWA ONTARIO  
 K1P 5K6

Our file - Notre référence  
**427852-6**

Re - Objet  
**AFFINIA CANADA CORP.**  
**CORP. AFFINIA CANADA**

Enclosed herewith is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Canada Corporations Bulletin*. A notice of issuance of CCA documents will be published in the *Canada Corporations Bulletin* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le *Bulletin des sociétés canadiennes*. Un avis de l'émission de documents en vertu de la LCC sera publié dans le *Bulletin des sociétés canadiennes* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ :

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search report(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches de NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

Brigitte Bisson

For the Director General, Corporations Canada

pour le Directeur général, Corporations Canada

Canada