

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                 |                        |
|----------------------------------|--|-----------------|------------------------|
| SUBMISSION TYPE:                 | NEW ASSIGNMENT   |                 |                        |
| NATURE OF CONVEYANCE:            | MERGER   |                 |                        |
| EFFECTIVE DATE:                  | 03/01/2006   |                 |                        |
| <b>CONVEYING PARTY DATA</b>      |  |                 |                        |
|                                  | <b>Name</b>  | <b>Formerly</b> | <b>Execution Date</b>  |
|                                  | Wells Manufacturing Corp.  |                 | 03/01/2006             |
|                                  |  |                 | <b>Entity Type</b>     |
|                                  |  |                 | CORPORATION: WISCONSIN |
| <b>RECEIVING PARTY DATA</b>      |  |                 |                        |
| <b>Name:</b>                     | Wells Manufacturing, L.P.  |                 |                        |
| <b>Composed Of:</b>              | COMPOSED OF UCI-WELLS HOLDINGS, L.L.C.   |                 |                        |
| <b>Street Address:</b>           | 26 South Brooke Street   |                 |                        |
| <b>City:</b>                     | Fond du Lac  |                 |                        |
| <b>State/Country:</b>            | WISCONSIN  |                 |                        |
| <b>Postal Code:</b>              | 54935  |                 |                        |
| <b>Entity Type:</b>              | LIMITED PARTNERSHIP: DELAWARE  |                 |                        |
| <b>PROPERTY NUMBERS Total: 1</b> |  |                 |                        |
|                                  | <b>Property Type</b>   | <b>Number</b>   | <b>Word Mark</b>       |
|                                  | Registration Number:   | 2215711         | WELLS                  |
| <b>CORRESPONDENCE DATA</b>       |  |                 |                        |
| <b>Fax Number:</b>               | (414)271-5770  |                 |                        |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                 |                        |
| <b>Phone:</b>                    | 414-271-7590   |                 |                        |
| <b>Email:</b>                    | ronih@andruslaw.com  |                 |                        |
| <b>Correspondent Name:</b>       | Joseph D. Kuborn   |                 |                        |
| <b>Address Line 1:</b>           | 100 East Wisconsin Avenue  |                 |                        |
| <b>Address Line 2:</b>           | Suite 1100   |                 |                        |
| <b>Address Line 4:</b>           | Milwaukee, WISCONSIN 53202   |                 |                        |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 839-00017  |                 |                        |
| <b>NAME OF SUBMITTER:</b>        | Joseph D. Kuborn   |                 |                        |

CH \$40.00 2215711

**900157894**

**TRADEMARK  
 REEL: 004173 FRAME: 0005**

|  |                                      |
|--|--------------------------------------|
| Signature:   | /Joseph D. Kuborn - Reg. No. 40,689/ |
| Date:  | 03/24/2010                           |
| Total Attachments: 6<br>source=Certificate_of_Merger#page1.tif<br>source=Certificate_of_Merger#page2.tif<br>source=Certificate_of_Merger#page3.tif<br>source=Certificate_of_Merger#page4.tif<br>source=Certificate_of_Merger#page5.tif<br>source=Certificate_of_Merger#page6.tif |                                      |

# Delaware

PAGE 1

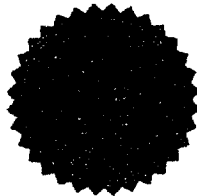
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WELLS MANUFACTURING CORP.", A WISCONSIN CORPORATION,  
WITH AND INTO "WELLS MANUFACTURING, L.P." UNDER THE NAME OF  
"WELLS MANUFACTURING, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 2006, AT  
8:19 O'CLOCK A.M.

4082130 8100M

060200080



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4557342

DATE: 03-01-06

TRADEMARK  
REEL: 004173 FRAME: 0007

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:19 AM 03/01/2006  
FILED 08:19 AM 03/01/2006  
SRV 060200080 - 4082130 FILE

**CERTIFICATE OF MERGER  
OF  
WELLS MANUFACTURING CORP.  
INTO  
WELLS MANUFACTURING, L.P.**

The undersigned limited partnership organized and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act (the "Act") does hereby certify as follows:

**FIRST:** That the name and state of incorporation or formation, as appropriate of each of the constituent entities of the merger are as follows:

| <u>Name</u>               | <u>State of Incorporation</u> |
|---------------------------|-------------------------------|
| Wells Manufacturing Corp. | Wisconsin                     |
| Wells Manufacturing, L.P. | Delaware                      |

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 17-211 of the Act.

**THIRD:** That the name of the surviving entity of the merger is Wells Manufacturing, L.P., a Delaware limited partnership.

**FOURTH:** That the Certificate of Limited Partnership of Wells Manufacturing, L.P. which is surviving the merger, shall be the Certificate of Limited Partnership of the surviving entity.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the office of the surviving entity, the address of which is 26 S Brooke Street, Fond du Lac, Wisconsin, 54925.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder or general partner, as appropriate of any constituent entity.


**SEVENTH:** That this Certificate of Merger shall be effective on March 1, 2006.

DC820462.1

**TRADEMARK  
REEL: 004173 FRAME: 0008**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of  
Merger this 1st day of March, 2006.

Wells Manufacturing, L.P.

By:   
Name: David Forbes  
Title: Assistant Treasurer

DC1820462.1

TRADEMARK  
REEL: 004173 FRAME: 0009

**WRITTEN CONSENT IN LIEU OF  
A SPECIAL MEETING OF  
THE GENERAL PARTNER OF  
WELLS MANUFACTURING, L.P.**

The undersigned, being the sole general partner (the "General Partner") of Wells Manufacturing, L.P., a Delaware limited partnership (the "Partnership"), hereby consents in writing, to the adoption of the following resolutions as of June 5, 2008:

WHEREAS, paragraph 13(a) of the Agreement of Limited Partnership of the Partnership prescribes that the General Partner may appoint officers;

WHEREAS, the General Partner deems it advisable and in the best interests of the Partnership to elect the following officers who shall serve until their successors are duly elected and qualified:

|                    |  |
|--------------------|--|
| Bruce M. Zorich    | Chairman   |
| David Peace        | President  |
| Edward Conway      | Chief Financial Officer, Vice President, Secretary and Treasurer |
| Daniel J. Johnston | Vice President   |
| Keith Zar          | Vice President and Assistant Secretary                           |
| Donald Lauby       | Vice President of Operations                                     |
| Glen Eichhorn      | Vice President of Electronics                                    |
| Steve Hildebrand   | Vice President of Sales and Marketing                            |
| David Forbes       | Assistant Treasurer  |

NOW, THEREFORE, BE IT RESOLVED, that the above individuals, be and each hereby is, elected to the office set for opposite their names and shall serve until their successors are duly elected and qualified.

IN WITNESS WHEREOF, the undersigned being the General Partner of the Partnership has executed this written consent as of the date first written above.

UCI-Wells Holdings, L.L.C.

By: Bruce M. Zorich  
Name: Bruce M. Zorich  
Title: President

DC997536.2

**CORPORATE MINUTE BOOK SUMMARY – JUNE 2009**

1. **CORPORATION:** Wells Manufacturing, L.P.
2. **CLIENT NAME & NUMBER:** United Components, Inc.; 037095-0001
3. **L&W ATTORNEY:** Paul Sheridan
4. **STATE OF INCORPORATION:** Delaware
5. **DATE OF INCORPORATION:** December 21, 2005
6. **SECY. OF STATE FILE NUMBER (IF ANY):** 4082130
7. **STATUS IN STATE OF INCORPORATION:** Good Standing
8. **DUE DATES OF ANY ANNUAL REPORTS IN STATE OF INCORPORATION:** Before June 1<sup>st</sup> of each year.
9. **STATE(S) OF FOREIGN QUALIFICATION:** Iowa  
Texas  
Wisconsin
10. **DATE(S) OF FOREIGN QUALIFICATION:** IA – 12/28/05  
TX – 1/3/06  
WI – 12/27/05
11. **PARTNERS:** General Partner (1% Interest)  
UCI-Wells Holdings, L.L.C.  
  
Limited Partner (99% Interest)  
United Components, Inc.

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- |  |   |  |
|--|---|--|
| 12. OFFICERS:                              | Bruce M. Zorich<br>David Peace<br>Edward Conway   | Chairman<br>President<br>Chief Financial Officer, Vice                                       |
| President,                                 |   |  |
|  | Daniel J. Johnston<br>Keith Zar                   | Secretary and Treasurer<br>Vice President<br>Vice President and Assistant                    |
| Secretary                                  |   |  |
|  | Donald Lauby<br>Glen Eichhorn<br>Steve Hildebrand | Vice President of Operations<br>Vice President of Electronics<br>Vice President of Sales and |
| Marketing                                  |   |  |
|  | David Forbes                                      | Assistant Treasurer  |
| 13. COMPANY CONTACT:                       |   | Keith Zar  |
| 14. REGISTERED AGENT:                      |   | CT Corporation System  |
| 15. PRINCIPAL PLACE OF BUSINESS:           |   | 26 S Brooke Street<br>Fond du Lac, WI 54925  |
| 16. EMPLOYER IDENTIFICATION NUMBER:        |   | 06-1763647   |
| 17. DESIGNATED LOCATION<br>OF MINUTE BOOK: |   | Edward Conway  |

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