

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Old World Direct Marketing, Inc.		12/31/2010
			Entity Type
			CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	OWDM, LLC		
Street Address:	4065 Commercial Avenue		
City:	Northbrook		
State/Country:	ILLINOIS		
Postal Code:	60062		
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2422900	24-7 AUTOPARTS.COM
	Registration Number:	2390630	24-7AUTOPARTS.COM
CORRESPONDENCE DATA			
Fax Number:	(847)664-7232		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	847-559-2232		
Email:	zlatif@oldworldind.com		
Correspondent Name:	Zarah Latif		
Address Line 1:	4065 Commercial Avenue		
Address Line 4:	Northbrook, ILLINOIS 60062		
ATTORNEY DOCKET NUMBER:	OWDM, LLC MERGER		
NAME OF SUBMITTER:	Daniel M. Leep		
Signature:	/dan leep/		

CH \$65.00 2422900

Date:

01/18/2011

Total Attachments: 4

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0346420-2

12/31/2010

ANTHONY J. CLESCERI
4065 COMMERCIAL AVE.
NORTHBROOK, IL 60062-0000

RE OWDM, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-37.25**

April 2008

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 361
Springfield, IL 62756
217-824-8008
www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State. Filing fee is \$100, but if merger of more than two entities, \$50 for each additional entity.

Illinois
Limited Liability Company Act
Articles of Merger

SUBMIT IN DUPLICATE

Must be typewritten.

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Date: 12/17/2010
Filing Fee: \$ 100.00
Approved: [Signature]

FILE #: 0346420-2

This space for use by Secretary of State.

FILED

DEC 17 2010

JESSE WHITE
SECRETARY OF STATE

1. Names of Entities proposing to merge, and State or Country of Organization:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File Number (if any)
Old World Direct Marketing, Inc.	Corporation	Illinois	58840645
<u>OWDM, LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>03464202</u>

2. The plan of merger has been approved and signed by each Limited Liability Company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these Articles of Merger.

3. a. Name of Surviving Entity: OWDM, LLC

b. Address of Surviving Entity: 4065 Commercial Ave., Northbrook, IL 60062

4. Effective date of merger: (check one)

a. the filing date, or

b. a later date, but not more than 30 days subsequent to the filing date: December 31, 2010
Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization by reason of this merger:

None.

♻️ Printed on recycled paper.

Printed by authority of the State of Illinois, December 2009 - 1 - LLC 30.3

LLC-37.25

6. For the Limited Liability Companies that are parties to the merger, complete the following:

Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
<u>OWDM, LLC</u>	<u>Illinois</u>	<u>December 3, 2010</u>	

7. If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

8. The undersigned entities caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

Dated December 16, 2010
Month & Day Year

1. *Anthony J. Ciescari*
Signature
Anthony J. Ciescari / Sr. VP & CFO
Name and Title (type or print)
Old World Direct Marketing, Inc.
Name if a Corporation or other Entity

2. *Anthony J. Ciescari*
Signature
Anthony J. Ciescari / Sr. VP & CFO
Name and Title (type or print)
OW Holdings Corporation, Member of Old World Industries Holdings, LLC,
Name if a Corporation or other Entity
Member of OWI, LLC, Member of OWDM, LLC

3. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**

ANNEX 1

1. Effective 10:05 AM CDT on December 31, 2010, Old World Direct Marketing, Inc. ("OWDM") shall be merged with and into OWDM, LLC ("OWDM LLC"), which shall be the surviving company and which shall continue to exist under the name "OWDM, LLC", an Illinois limited liability company. At the time of the merger, the separate existence of OWDM shall cease, and OWDM, LLC shall assume all of the liabilities and obligations of OWDM.

2. The certificate of formation of OWDM LLC, as in force and effect at the time of the merger, shall continue to be the certificate of formation of OWDM LLC, without any modification or amendment.

3. The operating agreement of OWDM LLC, as in force and effect as of the time of the merger, shall continue to be the operating agreement of OWDM LLC, without any modification or amendment.

4. The officers of OWDM LLC who are in office at the time of the merger shall be the officers of the OWDM LLC in office at the time of the merger, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death, in each case in accordance with the operating agreement of OWDM LLC.

5. At the time of the merger, the common stock of OWDM shall not be converted or exchanged in any manner into cash or membership interests in OWDM LLC, and shall be cancelled. The membership interests in OWDM LLC shall not be converted or exchanged in any manner, and as of the time of the merger shall represent the issued and outstanding membership interest of OWDM LLC.