

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reliable Investments, Inc.		12/21/2007	CORPORATION: ILLINOIS
Blacksmith Distributing, Inc.		12/21/2007	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Keystone Automotive Operations Midwest, Inc.
Street Address:	1313 N. Market Street
Internal Address:	Suite 5100
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	77583036	RELIABLE
Registration Number:	1815230	WHOLESALE ADVANTAGE
Registration Number:	1345828	APOLLO

CORRESPONDENCE DATA

Fax Number: (312)862-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3128623312
 Email: patrick.lau@kirkland.com
 Correspondent Name: Kirkland & Ellis LLP
 Address Line 1: 300 North LaSalle
 Address Line 2: c/o Patrick Lau, Legal Assistant
 Address Line 4: Chicago, ILLINOIS 60654

CH \$90.00 77583036

ATTORNEY DOCKET NUMBER:	40990-5 PL
NAME OF SUBMITTER:	Patrick Lau
Signature:	/pl/
Date:	01/31/2011
Total Attachments: 8 source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page1.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page2.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page3.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page4.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page5.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page6.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page7.tif source=illinois articles of merger of reliable and blacksmith into keystone midwest (filed)_ (12560773_1)#page8.tif	



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 17, 2008

6212-241-2

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE KEYSTONE AUTOMOTIVE OPERATIONS MIDWEST, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.
FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER
OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORP-
ORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS
CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH
THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS
OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST
ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
DOCUMENT SECTION
TELEPHONE (217) 782-7880

FORM **BCA 11.25** (rev. Dec. 2003)
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com


FILED
JAN 17 2008

COPY

Remit payment in the form of a
check or money order payable
to the Secretary of State.

JESSE WHITE
SECRETARY OF STATE

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 62122412 Filing Fee: \$ 150. Approved: 
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Reliable Investments, Inc.</u>	<u>Illinois</u>	
<u>Blacksmith Distributing, Inc.</u>	<u>Indiana</u>	
<u>Keystone Automotive Operations Midwest, Inc.</u>	<u>Delaware</u>	

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: Keystone Automotive Operations Midwest, Inc.
~~acquiring~~

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
~~exchange~~

See Attached.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated DECEMBER 21, 2007
 (Month & Day) (Year)

Reliable Investments, Inc.
 (Exact Name of Corporation)

X Patrick Judge
 (Any authorized officer's signature)

Patrick Judge, EVP and Secretary
 (Type or Print Name and Title)

Dated DECEMBER 21, 2007
 (Month & Day) (Year)

Blacksmith Distributing, Inc.
 (Exact Name of Corporation)

X Patrick Judge
 (Any authorized officer's signature)

Patrick Judge, EVP and Secretary
 (Type or Print Name and Title)

Dated DECEMBER 21, 2007
 (Month & Day) (Year)

Keystone Automotive Operations Midwest, I
 (Exact Name of Corporation)

X Patrick Judge
 (Any authorized officer's signature)

Patrick Judge, EVP and Secretary
 (Type or Print Name and Title)

C-195 10

PLAN OF MERGER

OF

**RELIABLE INVESTMENTS, INC.,
(an Illinois corporation)**

**BLACKSMITH DISTRIBUTING, INC.,
(an Indiana corporation)**

AND

**KEYSTONE AUTOMOTIVE OPERATIONS MIDWEST, INC.
(a Delaware corporation)**

PLAN OF MERGER entered into on December 21, 2007 by and among Keystone Automotive Operations Midwest, Inc., a Delaware corporation (the "Keystone"), and each of Reliable Investments, Inc., an Illinois corporation ("Reliable"), and Blacksmith Distributing, Inc., an Indiana corporation ("Blacksmith"). This Plan of Merger was approved by resolution adopted by the board of directors and stockholders of each of Keystone, Reliable and Blacksmith on the date hereof.

WHEREAS, Keystone is a business corporation of the State of Delaware with its registered office therein located at c/o PHS Corporate Services, Inc., 1313 N. Market Street, suite 5100, Wilmington, DE 19801; and

WHEREAS, the total number of shares of stock that Keystone has authority to issue is 1,000, all of which are of one class of Common Stock with no par value per share; and

WHEREAS, Reliable is a business corporation of the State of Illinois with its registered office therein located at c/o National Registered Agents, Inc., 200 West Adams Street, Chicago, IL 60606; and

WHEREAS, the total number of shares of stock that Reliable has authority to issue is 10,000, all of which are of one class of Common Stock with no par value per share; and

WHEREAS, Blacksmith is a business corporation of the State of Indiana with its registered office therein located at c/o Attila Kovach, 1801 Cassopolis Street, Elkhart, IN 46514; and

WHEREAS, the total number of shares of stock that Blacksmith has authority to issue is 20,000, all of which are of one class of Common Stock with no par value per share; and

WHEREAS, Reliable, Blacksmith and Keystone and the Board of Directors of Reliable, Blacksmith and Keystone thereof declare it advisable and to the advantage, welfare, and best interests of said entities and their respective stockholders, to merge Reliable and Blacksmith with and into Keystone pursuant to the provisions of the Business Corporation Act of

the State of Illinois, the Business Corporation Law of the State of Indiana and the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Reliable and Blacksmith and approved by a resolution adopted by each of its Board of Directors and being thereunto duly entered into by Keystone and approved by a resolution adopted by its Board of Directors, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Reliable, Blacksmith and Keystone shall, pursuant to the provisions of the Business Corporation Act of the State of Illinois, the Business Corporation Law of the State of Indiana and the General Corporation Law of the State of Delaware, be merged with and into a single entity, to wit, Keystone Automotive Operations Midwest, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of each of Reliable and Blacksmith, which is sometimes hereinafter referred to as the "terminating entities", shall cease at the said effective time in accordance with the provisions of the Business Corporation Act of the State of Illinois and the Business Corporation Law of the State of Indiana.

2. The Certificate of Incorporation of Keystone Automotive Operations Midwest, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of Keystone Automotive Operations Midwest, Inc. will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers in office of Keystone Automotive Operations Midwest, Inc. at the effective time of the merger shall be the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. The stock certificates of each of the terminating entities shall, at the effective time of the merger, be surrendered and extinguished. The issued shares of Keystone Automotive Operations Midwest, Inc. shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation. All of the issued shares of the three corporations participating in the merger are 100% owned by Keystone Automotive Operations, Inc.

7. In the event that this Plan of Merger shall have been fully adopted upon behalf of the terminating entities and Keystone Automotive Operations Midwest, Inc. in accordance with the provisions of the Business Corporation Act of the State of Illinois, the Business Corporation Law of the State of Indiana and the General Corporation Law of the State of Delaware, such entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Illinois, the State of Indiana and of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Illinois, the State of Indiana and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The proper officers of the terminating entities and Keystone Automotive Operations Midwest, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective time of the merger shall be December 29, 2007, for accounting purposes only.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

RELIABLE INVESTMENTS, INC.

By: Patrick Judge
Name: Patrick Judge
Title: Executive Vice President and Secretary

BLACKSMITH DISTRIBUTING, INC.

By: Patrick Judge
Name: Patrick Judge
Title: Executive Vice President and Secretary

**KEYSTONE AUTOMOTIVE OPERATIONS
MIDWEST, INC.**

By: Patrick Judge
Name: Patrick Judge
Title: Executive Vice President and Secretary

Signature Page to
Plan of Merger