

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion/NameChange/Formation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TRUCKPRO, INC.		11/02/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TRUCKPRO, LLC
Street Address:	1610 Century Center Parkway
Internal Address:	Suite 107
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38134
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1071956	TRUCKPRO HEAVY DUTY PROFESSIONALS
Registration Number:	2059105	ARMADA
Registration Number:	2222113	TRUCKPRO
Registration Number:	2371324	TRUCKPRO
Registration Number:	2375419	T TRUCK PRO
Registration Number:	2423086	ARMADA
Registration Number:	2428210	ARMADA
Registration Number:	2473093	WE ARE HEAVY DUTY
Registration Number:	3497694	AMERICA'S TRUCK PARTS PROFESSIONALS
Registration Number:	3589823	AMERICA'S TRUCK PARTS PROFESSIONALS

CORRESPONDENCE DATA

Fax Number: (212)354-8113
 Phone: 2128198200

900207387

**TRADEMARK
 REEL: 004662 FRAME: 0175**

OP \$265.00 1071956

Email: fcutajar@whitecase.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Patents & Trademarks
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1151682-0002
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	11/17/2011

Total Attachments: 5

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Delaware

PAGE 1

The First State

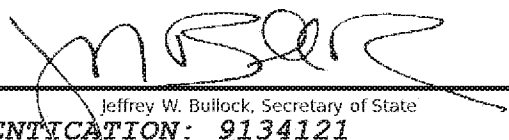
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "TRUCKPRO, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TRUCKPRO, INC." TO "TRUCKPRO, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 2011, AT 3:47 O'CLOCK P.M.

3443715 8100V

111160176



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9134121

DATE: 11-03-11


TRADEMARK
REEL: 004662 FRAME: 0177

CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY
OF
TRUCKPRO, INC.

This certificate of conversion (this "Certificate of Conversion") of TruckPro, Inc., a Delaware corporation (the "Company"), has been duly executed and is being filed by an authorized person to convert the Company from a corporation to a limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, 8 Del. C. § 101 et seq. (the "DGCL"), and Section 214 of the Limited Liability Company Act of the State of Delaware, 6 Del. C. § 18-101 et seq. (the "DLLCA").

1. The Company was first formed in the State of Delaware on the 9th day of October 2001.
2. The name of the Company immediately prior to the filing of this Certificate of Conversion is TruckPro, Inc.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with Section 18-214(b) of the DLLCA is TruckPro, LLC.
4. The conversion contemplated by this Certificate of Conversion has been approved in accordance with the provisions of Section 8-266 of the DGCL and Section 18-214 of the DLLCA.
5. The conversion of the Company to a limited liability company shall be effective as of upon the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Conversion to be executed by an authorized person on the 2nd day of November, 2011.

By: 
Name: Christopher Whalen
Title: Authorized Person

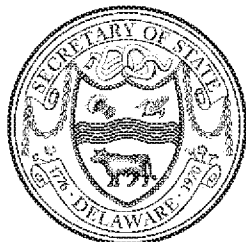
[Signature Page to TruckPro Certificate of Conversion]

Delaware

PAGE 2

The First State

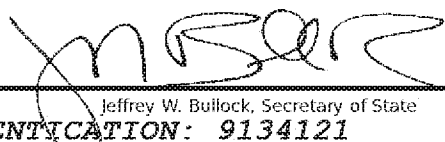
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "TRUCKPRO, LLC" FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 2011, AT 3:47 O'CLOCK P.M.



3443715 8100V

111160176

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9134121

DATE: 11-03-11

TRADEMARK
REEL: 004662 FRAME: 0180

CERTIFICATE OF FORMATION

OF

TRUCKPRO, LLC

This Certificate of Formation of TRUCKPRO, LLC (the "Company") has been duly executed and is being filed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), as amended from time to time.

1. Name. The name of the limited liability company formed hereby is:

"TRUCKPRO, LLC".

2. Registered Office. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

3. Registered Agent. The name and address of the Company's registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

4. Effective Time. This Certificate of Formation shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 2nd day of November, 2011.

By: 

Name: Christopher D. Whalen
Authorized Person