

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CONVERSION FROM A CORPORATION TO A LIMITED LIABILITY COMPANY |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|-----------------------|
| Brake Parts Inc. | | 03/16/2012 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Brake Parts Inc LLC |
| Street Address: | 4400 Prime Parkway |
| City: | McHenry |
| State/Country: | ILLINOIS |
| Postal Code: | 60050 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 0422723 | RAYBESTOS |
| Registration Number: | 4019799 | RAYBESTOS |
| Registration Number: | 3813596 | RAYBESTOS THE CHOICE IN CHASSIS |
| Registration Number: | 4013435 | ACE RAYBESTOS ADVANCED CERTIFIED EDUCATION BRAKE & CHASSIS |
| Registration Number: | 3956011 | THE TECHNICIAN'S CHOICE SINCE 1902 |
| Registration Number: | 3952852 | OE-MATCHED ENGINEERED TO RESTORE FACTORY PERFORMANCE |
| Registration Number: | 4013577 | RAYBESTOS SAFETY FIRST ENGINEERING RESEARCHED TESTED PROVEN |
| Registration Number: | 3956166 | CERAMIC MAXIMUM STOPPING POWER AND SAFETY |
| Registration Number: | 4017135 | R-300 |

CORRESPONDENCE DATA

Fax Number: (734)418-4279

CH \$240.00 0422723

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

Phone: 7344184278
Email: tmdocketing@honigman.com
Correspondent Name: Jennifer Sheehan Anderson
Address Line 1: 39400 Woodward Ave., Suite 101
Address Line 4: Bloomfield Hills, MICHIGAN 48304

| | |
|-------------------------|-----------------------------|
| ATTORNEY DOCKET NUMBER: | 215407-324609 |
| NAME OF SUBMITTER: | Jennifer Sheehan Anderson |
| Signature: | /Jennifer Sheehan Anderson/ |
| Date: | 04/04/2012 |

Total Attachments: 4

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Delaware

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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 "BRAKE PARTS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BRAKE PARTS INC." TO "BRAKE PARTS INC LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2012, AT 11:13 O'CLOCK A.M.

2172843 8100V

120319967




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9436713

DATE: 03-16-12

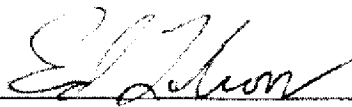
You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004751 FRAME: 0381

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation was first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Corporation was first formed is September 19, 1988.
4. The name of the Corporation immediately prior to filing this Certificate is Brake Parts Inc.
5. The name of the limited liability company as set forth in the Certificate of Formation is Brake Parts Inc LLC.
6. This certificate of conversion shall be effective on the date of filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 16 day of March, 2012.

By 
Edmund T. LaCross
Vice President, Tax

Delaware

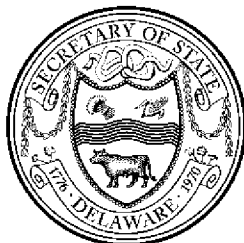
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The First State

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 "BRAKE PARTS INC LLC" FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2012, AT 11:13 O'CLOCK A.M.

2172843 8100V

120319967




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9436713

DATE: 03-16-12

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

TRADEMARK
REEL: 004751 FRAME: 0383

CERTIFICATE OF FORMATION
OF
BRAKE PARTS INC LLC


This Certificate of Formation of Brake Parts Inc LLC (the "LLC") is being duly executed and filed by the undersigned as an authorized person, to form a limited liability company under the Delaware Limited Liability Act.

FIRST: The name of the limited liability company formed hereby is Brake Parts Inc LLC

SECOND: The address of its registered office of the LLC in the State of Delaware is c/o Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County Delaware 19801.

THIRD: The name of the registered agent for service of process on the LLC in the State of Delaware at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Brake Parts Inc LLC this 16 day of March, 2012.



Edmund T. LaCross
Authorized Person