

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| SUBMISSION TYPE: | NEW ASSIGNMENT | | | | | | | | |
|--|--|---|-------------------------------------|-------------|---------------------|--|------------|-------------------------------------|--|
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | | | | | | | |
| CONVEYING PARTY DATA | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 20%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 30%;">Entity Type</th> </tr> <tr> <td>Brake Parts Inc LLC</td> <td></td> <td>07/17/2012</td> <td>LIMITED LIABILITY COMPANY: MICHIGAN</td> </tr> </table> | Name | Formerly | Execution Date | Entity Type | Brake Parts Inc LLC | | 07/17/2012 | LIMITED LIABILITY COMPANY: MICHIGAN | |
| Name | Formerly | Execution Date | Entity Type | | | | | | |
| Brake Parts Inc LLC | | 07/17/2012 | LIMITED LIABILITY COMPANY: MICHIGAN | | | | | | |
| RECEIVING PARTY DATA | | | | | | | | | |
| Name: | Affinia International Inc. | | | | | | | | |
| Street Address: | 1101 Technology Drive | | | | | | | | |
| City: | Ann Arbor | | | | | | | | |
| State/Country: | MICHIGAN | | | | | | | | |
| Postal Code: | 48108 | | | | | | | | |
| Entity Type: | CORPORATION: DELAWARE | | | | | | | | |
| PROPERTY NUMBERS Total: 6 | | | | | | | | | |
| Property Type | Number | Word Mark | | | | | | | |
| Registration Number: | 4013435 | ACE RAYBESTOS ADVANCED CERTIFIED EDUCATION BRAKE & CHASSIS | | | | | | | |
| Registration Number: | 4017135 | R-300 | | | | | | | |
| Registration Number: | 4019799 | RAYBESTOS | | | | | | | |
| Registration Number: | 4013577 | RAYBESTOS SAFETY FIRST ENGINEERING RESEARCHED TESTED PROVEN | | | | | | | |
| Registration Number: | 3813596 | RAYBESTOS THE CHOICE IN CHASSIS | | | | | | | |
| Registration Number: | 0422723 | RAYBESTOS | | | | | | | |
| CORRESPONDENCE DATA | | | | | | | | | |
| Fax Number: | 7344184279 | | | | | | | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | | | | | | | |
| Phone: | 734-418-4278 | | | | | | | | |
| 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: 07/17/2012

Total Attachments: 2

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TRADEMARK ASSIGNMENT

Effective July 17, 2012, BRAKE PARTS INC LLC, a Delaware limited liability company at 4400 Prime Parkway, McHenry, Illinois 60050 USA, ("Assignor"), wishes to assign to AFFINIA INTERNATIONAL INC., a Delaware corporation at 1101 Technology Drive, Ann Arbor, Michigan 48108 USA. ("Assignee") the entire right, title and interest in and to the trademark(s) on attached Schedule A (collectively, the "Trademark Rights").

Any and all rights and privileges provided under the trademark and other laws of the United States, the individual states thereof and jurisdictions foreign thereto with respect to the foregoing; the GOODWILL of the business in which the mark is used; and any and all renewals thereof, together with the right to bring suit and collect for past infringements thereof; and

In view of the payment of Ten dollars and 00/100 (\$10.00), and other legally sufficient and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor DOES HEREBY assign and transfer to Assignee, any and all right, title and interest in and to the Trademark Rights.


Assignor shall, without further consideration, execute any additional documents as may be reasonably requested by Assignee to prove and record this Assignment.


This Assignment and all terms hereof shall be binding upon and inure to the benefit of the parties and their respective heirs, personal and legal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor has executed this Assignment on the date set forth below.

BRAKE PARTS INC LLC

AFFINIA INTERNATIONAL INC.


Thomas H. Madden, Vice President
Ann Arbor, Michigan, U.S.A.


Thomas H. Madden, Vice President
Ann Arbor, Michigan, U.S.A.

Date: July 17, 2012

Date: July 17, 2012

State of Michigan :
:S.S.

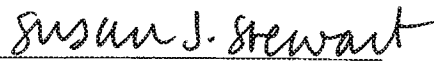
State of Michigan :
:S.S.

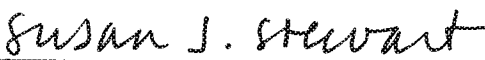
County of Washtenaw:

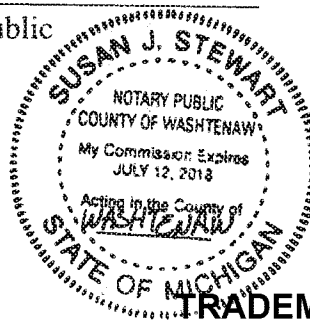
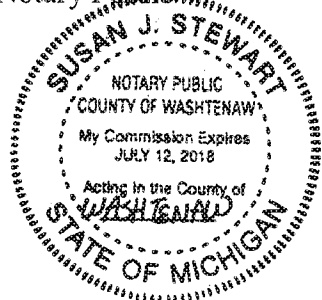
County of Washtenaw:

Sworn and subscribed before me this 17 day
of July 2012, by Thomas H. Madden, Vice
President of Brake Parts Inc LLC.

Sworn and subscribed before me this 17 day
of July 2012, by Thomas H. Madden, Vice
President of Affinia International Inc.


Notary Public


Notary Public



TRADEMARK ASSIGNMENT

| Country | Mark | Status | Appl./Reg. No. | Appl./Reg. Date | Classes |
|---------------|---|------------|----------------|-----------------|---------------|
| Russia | RAYBESTOS DESIGN 2 | Registered | 520625 | 12/22/1987 | 012 |
| Russia | RAYBESTOS SAFETY SHIELD & DESIGN | Pending | 2010733197 | 10/15/2010 | 012 |
| Saudi Arabia | R-300 | Pending | 164093 | 01/23/2011 | 012 |
| Saudi Arabia | RAYBESTOS | Registered | 131590 | 01/30/2012 | 012 |
| Saudi Arabia | RAYBESTOS & DESIGN | Registered | 50454 | 09/16/1998 | 012 |
| Saudi Arabia | RAYBESTOS SAFETY SHIELD & DESIGN | Pending | 159892 | 10/13/2010 | 012 |
| Serbia | RAYBESTOS DESIGN 2 | Registered | 520625 | 12/22/1987 | 012 |
| Singapore | RAYBESTOS & DESIGN | Registered | T99/11236F | 10/07/1999 | 012 |
| Slovenia | RAYBESTOS | Registered | 9370241 | 02/09/1996 | 007, 012, 017 |
| South Africa | RAYBESTOS | Registered | 1993/10660 | 02/08/1996 | 012 |
| South Korea | RAYBESTOS | Registered | 40-477277 | 09/20/2000 | 012 |
| South Korea | RAYBESTOS | Registered | 400797424 | 08/10/2009 | 012 |
| Sri Lanka | RAYBESTOS | Pending | 149196 | 01/26/2009 | 012 |
| Sudan | RAYBESTOS & DESIGN | Registered | 27409 | 04/04/1999 | 012 |
| Suriname | RAYBESTOS | Registered | 21759 | 02/05/2009 | 012 |
| Switzerland | RAYBESTOS & DESIGN | Registered | 461301 | 11/18/1998 | 012 |
| Syria | RAYBESTOS | Registered | 116928 | 09/26/2010 | 012 |
| Taiwan | RAYBESTOS & DESIGN | Registered | 797758 | 03/01/1998 | 012 |
| Thailand | RAYBESTOS & DESIGN | Registered | KOR112395 | 05/01/2000 | 012 |
| Tunisia | RAYBESTOS | Registered | EE.88.645 | 11/02/1988 | 012 |
| Turkey | R-300 | Pending | 2011/07171 | 01/27/2011 | 012 |
| Turkey | RAYBESTOS & DESIGN | Registered | 165362 | 10/02/1995 | 012 |
| UAE | RAYBESTOS | Registered | 160949 | 12/07/2011 | 012 |
| Ukraine | RAYBESTOS DESIGN 2 | Registered | 520625 | 12/22/1987 | 012 |
| United States | ACE RAYBESTOS ADVANCED CERTIFIED EDUCATION BRAKE & CHASSIS | Registered | 4,013,435 | 08/16/2011 | 041 |
| United States | R-300 | Registered | 4,017,135 | 08/23/2011 | 012 |
| United States | RAYBESTOS | Registered | 4,019,799 | 08/30/2011 | 012 |
| United States | RAYBESTOS SAFETY SHIELD & DESIGN | Registered | 4,013,577 | 08/16/2011 | 012 |
| United States | RAYBESTOS THE CHOICE IN CHASSIS & DESIGN | Registered | 3,813,596 | 07/06/2010 | 012 |
| United States | RAYBESTOS WINGED DESIGN | Registered | 422,723 | 08/06/1946 | 012 |
| Uruguay | RAYBESTOS & DESIGN | Registered | 413412 | 06/20/1990 | 012 |
| Uzbekistan | RAYBESTOS | Registered | MGU 18891 | 10/15/2009 | 012 |
| Venezuela | RAYBESTOS | Pending | 2010-19840 | 12/01/2010 | 012 |
| Venezuela | RAYBESTOS | Registered | F158788 | 05/02/1994 | 008 |
| Venezuela | RAYBESTOS | Pending | 2004-013385 | 08/24/2004 | 12 |
| Venezuela | RAYBESTOS R-300 | Pending | 2011-4872 | 03/29/2011 | 012 |