

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Limited Liability Company	Entity Type
Superior Industries, LLC		05/31/2013		MINNESOTA

RECEIVING PARTY DATA

Name:	Superior Industries, Inc.
Street Address:	319 E. State Hwy. 28
City:	Morris
State/Country:	MINNESOTA
Postal Code:	56267
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	85857856	RAZERLINK
Serial Number:	85857864	STINGRAY
Registration Number:	3183652	POWERSTACKER
Registration Number:	3243092	SPINGUARD
Registration Number:	3272117	
Registration Number:	3181027	RAZERTAIL
Registration Number:	3578426	PINNACLE
Registration Number:	3427901	URATHON
Registration Number:	3474858	SUPERIOR
Registration Number:	3388639	TELESTACKER
Registration Number:	3491614	CHEVRON
Registration Number:	3502855	FB
Registration Number:	3502886	MOXIE
Registration Number:	3538272	NAVIGATOR

CH \$440.00 85857856

Registration Number:	3525549	EXTERRA
Registration Number:	3982296	TRAILBLAZER
Registration Number:	4354966	GEOTREK

CORRESPONDENCE DATA

Fax Number: 6125732005
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 612-573-2000
 Email: jmweyrauch@dbclaw.com
 Correspondent Name: DICKE, BILLIG & CZAJA, PLLC
 Address Line 1: 100 S. Fifth Street
 Address Line 2: Suite 2250 - Fifth Street Towers
 Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:	John M. Weyrauch
Signature:	/John M. Weyrauch/
Date:	10/03/2013

Total Attachments: 9
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**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Name of Converting Entity:

MINNESOTA: SUPERIOR INDUSTRIES, LLC

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: SUPERIOR INDUSTRIES, INC.

This Certificate has been issued on: 05/31/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Certificate of Incorporation

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

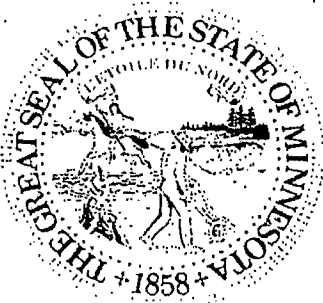
The business entity is now legally registered under the laws of Minnesota.

Name: Superior Industries, Inc.

File Number: 675238800029

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 05/31/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

TRADEMARK

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LLC



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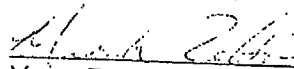
ARTICLES OF CONVERSION
of
SUPERIOR INDUSTRIES, LLC
INTO
SUPERIOR INDUSTRIES, INC.

Pursuant to Section 302A.687 of the Minnesota Business Corporation Act

These Articles of Conversion are being submitted for filing with the Minnesota Secretary of State for the purpose of converting Superior Industries, LLC, a Minnesota limited liability company, into a Minnesota corporation under the name "Superior Industries, Inc." pursuant to the Minnesota Business Corporation Act (the "MBCA") and Minnesota Limited Liability Company Act. The undersigned, being duly authorized to execute and file these Articles of Conversion, does hereby certify as follows:

1. The Plan of Conversion dated May 30, 2013, in a form required by Section 302A.683 of the MBCA, is attached hereto as Exhibit A (the "Plan of Conversion") and are hereby made a part of these Articles of Conversion.
2. The name of the converting entity immediately prior to the filing of these Articles of Conversion is: Superior Industries, LLC (the "Converting Entity").
3. Upon the effectiveness of these Articles of Conversion, the name of the Converting Entity will be changed to: Superior Industries, Inc. (the "Converted Entity").
4. The Converted Entity will be a Minnesota corporation.
5. The Plan of Conversion has been approved by the Converting Entity in the manner required under Section 302A.685 of the MBCA.
6. These Articles of Conversion shall be effective as of 5 p.m. Minneapolis, Minnesota time, on May 31, 2013.
7. The Articles of Incorporation of the Converted Entity shall be those attached as Exhibit A to the Plan of Conversion.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Conversion as of May 31, 2013.


MICAH ZELTWANGER, Chief Executive Officer

TRADEMARK

REEL: 005124 FRAME: 0970

Exhibit A
Plan of Conversion

**PLAN OF CONVERSION OF
SUPERIOR INDUSTRIES, LLC
INTO
SUPERIOR INDUSTRIES, INC.**

Adopted Pursuant to Section 302A.685 of the Minnesota Business Corporation Act

May 30, 2013

THIS PLAN OF CONVERSION sets forth the terms by which Superior Industries, LLC, a Minnesota limited liability company (the "**Converting Entity**"), will convert into Superior Industries, Inc., a Minnesota corporation (the "**Converted Entity**"), pursuant to Chapters 322B (the "**LLC Act**") and 302A (the "**MBCA**") of the Minnesota Statutes.

1. **Conversion.** Subject to the terms and conditions hereinafter set forth, the Converting Entity shall convert into the Converted Entity (the "**Conversion**") pursuant to Sections 302A.681 through 302A.691 of the MBCA, effective as of 5 p.m., Minneapolis, Minnesota time, on May 31, 2013 (the "**Effective Time**"). To effectuate the Conversion, the officers of the Converting Entity are authorized and directed to file articles of conversion with the Office of the Minnesota Secretary of State in a form compliant with the terms of the Conversion set forth herein and Section 302A.687 of the MBCA (the "**Articles of Conversion**").
2. **Condition Precedent.** Unless waived by the board of governors of the Converting Entity, a condition precedent to the Conversion is that holders of no more than 5.0% of the outstanding Common Units of the Converting Entity in the aggregate shall have exercised their dissenters' rights provided pursuant to Section 322B.383 of the LLC Act in connection with the Conversion.
3. **Organizational Documents of Converted Entity.** In connection with the Conversion, (i) the officers of the Converting Entity shall attach to the Articles of Conversion and file with the Office of the Minnesota Secretary of State the articles of incorporation of the Converted Entity in the form attached hereto as *Exhibit A* (the "**Articles of Incorporation**"), (ii) the bylaws of the Converted Entity in the form delivered to each of the members of the Converting Entity (the "**Members**") on or about May 16, 2013 shall be deemed adopted by the Converted Entity (which are incorporated into and a part of this Plan of Conversion by reference), and (iii) the Members that do not exercise their dissenter's rights in connection with the Conversion shall be deemed to have approved and agreed to be bound by the terms of the Shareholder Agreement (which is incorporated into and a part of this Plan of Conversion by reference) in the form delivered to such Members with such bylaws (the "**Shareholder Agreement**"), which amends, restates and supersedes the terms of the Second Amended and Restated Member Control Agreement of the Converting Entity dated January 1, 2013 (the "**Member Control Agreement**"), each of which shall become effective as of the Effective Time.
4. **Cancellation of Converting Entity Organizational Documents.** All organizational documents of the Converting Entity shall be deemed terminated in their entireties as of the Effective Time, including but not limited to the Member Control Agreement (which is amended, restated and superseded by the terms of the Shareholder Agreement) and the articles of organization of the Converting Entity, as amended (collectively, the "**Converting Entity Organizational Documents**"); *provided, however*, that the Converted Entity shall retain all of the Converting Entity's rights and remedies arising from or relating to any breach of the Member Control Agreement by any Member existing on or prior to the Effective Time.

5. Succession. At the Effective Time, the Converted Entity shall succeed to all rights, title and interests of the Converting Entity, and assume all debts, liabilities and other obligations of the Converting Entity, in the manner of and as more fully set forth in Section 302A.691 of the MBCA, and the existence of the Converting Entity shall cease.
6. Issuances of Shares. At the Effective Time, by virtue of the Conversion, each common unit of the Converting Entity issued and outstanding immediately prior to the Effective Time shall be entitled to receive one share of common stock, par value \$0.01 per share, of the Converted Entity (the "Shares"), possessing the rights, obligations, preferences and privileges set forth in the Articles of Incorporation, the Shareholder Agreement and the MBCA upon delivery of their original certificate representing their common units and the execution of a joinder to the Shareholder Agreement; *provided, however*, that any common units held by a Member that dissents from the Conversion shall be converted into the right to receive the fair value of such common units, and such Member shall not become a shareholder of the Converting Entity. Each Member shall promptly surrender to the Converted Entity such Member's unit certificates representing such common units in exchange for stock certificates of the Converted Entity or right to receive cash, as applicable. All common units of the Converting Entity outstanding immediately prior to the Effective Time shall be cancelled on the books and records of the Converted Entity as of the Effective Time.
7. Officers and Directors of Converted Entity: Without any further action of the Members or the board of governors of the Converting Entity, at the Effective Time, the governors serving on the Converting Entity's board of governors shall become the directors serving on the Converted Entity's board of directors, and the officers of the Converting Entity shall become the officers of the Converted Entity.
8. No IC-Disc Distribution. No Member that exercises his, her or its dissenter's rights in connection with the Conversion shall be entitled to receive any shares of common stock of SIC DISC, INC., a Nevada corporation, that are being distributed by the Converting Entity's board of governors immediately prior to, but conditioned upon the occurrence of, the Conversion.
9. Further Acts. From time to time, as and when required by the officers of the Converting Entity, the officers of the Converting Entity shall execute and deliver on behalf of the Converted Entity such deeds and other instruments, and shall take or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confer of record or otherwise in the Converted Entity title to and possession of all the interests, assets, rights, privileges, immunities, powers and authority of the Converted Entity, and otherwise to carry out the purposes and intent of this Plan of Conversion; and such officers are fully authorized in the name and on behalf of the Converting Entity to execute and deliver any and all such deeds and other instruments deemed necessary or appropriate by such officers.
10. Consents; Waivers. Each of the Members that does not dissent from the Conversion, for itself and for each of its affiliates, successors, assigns, beneficiaries, insurers, indemnitors, trustees, agents and representatives, hereby consents to the terms of this Plan of Conversion, and completely waives any and all claims and rights that such Member may have related to the Conversion pursuant to the terms of the Converting Entity Organizational Documents.

* * *

EXHIBIT A

Attached are the Articles of Incorporation.

**ARTICLES OF INCORPORATION
OF
SUPERIOR INDUSTRIES, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person 18 years of age or older, hereby creates a corporation under Chapter 302A of the Minnesota Statutes (the "Act"), and adopts the following Articles of Incorporation:

**Article 1
Name**

The name of this corporation (the "Corporation") is: Superior Industries, Inc.

**Article 2
Registered Office**

The Corporation's registered office is located at the following address:

319 E. State Hwy. 28th
Morris, Minnesota 56267

**Article 3
Capital**

The Corporation is authorized to issue 100,000,000 shares of capital stock, par value \$0.01 per share. Each share of the Corporation's common stock shall be entitled to one vote on all matters requiring a vote of the Corporation's shareholders.

In addition to any and all powers conferred upon the Corporation's board of directors by the laws of the State of Minnesota, the board of directors shall have the authority to establish by resolution from the undesignated shares more than one class or series of common stock or preferred stock, and to fix the relative rights, restrictions and preferences of any such different classes or series, and to issue shares of a class or series to another class or series to effectuate share dividends, splits or conversions of the Corporation's outstanding shares.

† The board of directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of stock of any permitted class or classes, the authority to issue options to purchase or subscribe for shares of stock of any permitted class or classes, and the authority to issue share-purchase or subscription warrants or any other evidence of such option rights which set forth the terms, provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights may be transferable or nontransferable and separable or inseparable from the Corporation's other securities. The board of directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or bases and the option price or prices at which shares may be subscribed for or purchased.

**Article 4
Shareholder Rights**

No shareholder of the Corporation shall have any preemptive rights.

No shareholder of the Corporation shall have any cumulative-voting rights.

Unless the Corporation is a "publicly held corporation" under the Act, any action required or permitted to be taken at a meeting of the Corporation's shareholders may be taken by written action of the shareholders if signed by the number of shareholders that would be required to take the same action at a meeting at which all shareholders were present.

**Article 5
Incorporator**

The name and address of the incorporator, who is a natural person of full age, is:

Bradley A. Pederson, Esq.
Maston Edelman Borman & Brand, LLP
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402

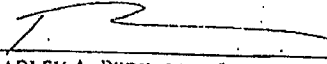
**Article 6
Written Action by Less Than All Directors**

Any action required or permitted to be taken at a meeting of the board of directors, other than an action requiring shareholder approval, may be taken by written action of the board of directors signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

**Article 7
Limited Liability of Directors**

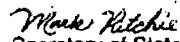
To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Amendments or repeals of this Article 7 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 31, 2013.


BRADLEY A. PEDERSON, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 31 2013


Secretary of State

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TRADEMARK