

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM300684

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/10/2013 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|-------------------------|
| Bel-Ray Company, Inc. | | 12/09/2013 | CORPORATION: NEW JERSEY |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------------|
| Name: | Bel-Ray Company, L.L.C. |
| Street Address: | P.O. Box 526 |
| City: | Farmingdale |
| State/Country: | NEW JERSEY |
| Postal Code: | 07727 |
| Entity Type: | LIMITED LIABILITY COMPANY: NEW JERSEY |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------------------|
| Registration Number: | 4490567 | 6 IN 1 |
| Registration Number: | 1907013 | BEL-RAY |
| Registration Number: | 3860280 | BEL-RAY TOTAL PERFORMANCE LUBRICANTS |
| Registration Number: | 4168630 | FLEX YOUR ENGINE |
| Registration Number: | 4258254 | FLEX YOUR OPERATION |
| Registration Number: | 4440081 | MOLYLUBE |
| Registration Number: | 2879580 | NO-TOX |
| Registration Number: | 1397327 | TERMALENE |
| Registration Number: | 2944471 | THUMPER |

CORRESPONDENCE DATA

Fax Number: 3172317433

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

Phone: 3172361313

Email: jgard@btlaw.com

Correspondent Name: Julia Spoor Gard, Barnes & Thornburg LLP

Address Line 1: 11 South Meridian Street

Address Line 4: Indianapolis, INDIANA 46204-3535

CH \$240.00 4490567

| | |
|--------------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 30215-228589 |
| NAME OF SUBMITTER: | Julia Spoor Gard |
| SIGNATURE: | /jgard/ |
| DATE SIGNED: | 04/08/2014 |

Total Attachments: 6

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STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: BEL-RAY COMPANY, L.L.C.
Business Id: 0600405773
Certificate Number: 6000026346

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A MERGER ON December 11, 2013 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
February 11, 2014 A.D.



A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

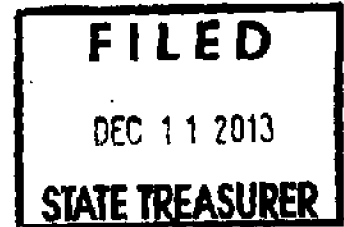
Andrew P Sidamon - Eristoff
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

TRADEMARK
REEL: 005255 FRAME: 0332

MRS 003



UMC-1 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Limited Liability Co.'s, Limited Partnerships & Partnerships)

0600405773

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to NJSA 42, 42:2A and 42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office. See Exhibit A, attached hereto for additional information.

- 1. Type of Filing (check one): [X] Merger [] Consolidation
2. Name of Surviving Business Entity: Bel-Ray Company, L.L.C.
3. Address of the Surviving Business Entity: P.O. Box 526, Farmingdale, NJ 07727
4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Table with 3 columns: Name, Jurisdiction, Identification # Assigned by Treasurer (if applicable). Rows include Bel-Ray Company, L.L.C. and Bel-Ray Company, Inc.

- 5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

- 6. Effective Date (see instructions):

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of the surviving business entity. The undersigned is also authorized to sign on behalf of the Corporation

Signature: Daryl Brosnan, Title: Managing Member and Chairman of the Board, Date: 12/9/2013

**Important Notes - New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

2630839

**EXHIBIT A TO
CERTIFICATE OF MERGER**

OF

**Bel-Ray Company, Inc.
a New Jersey corporation**

and

**Bel-Ray Company, L.L.C.
a New Jersey limited liability company**

This Certificate of Merger is also being executed and filed pursuant to NJSA 42:2C. The agreement and plan of merger was adopted on December 10, 2013.

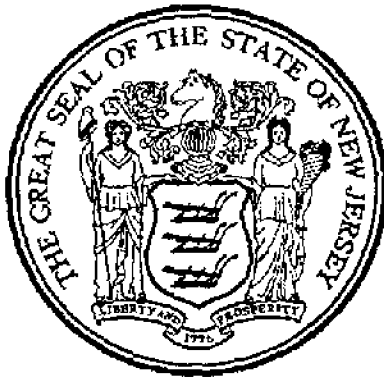
As to the terminating corporation, the number of shares which were entitled to vote at the time of the approval of the merger by its shareholders was 200, all of which are of one class. The merger was approved by the unanimous written consent without a meeting of the shareholders and directors. The number of shares voted in favor of the merger was 200 and the number of shares opposed to the merger was 0. The date of adoption was December 10, 2013.

As to the surviving limited liability company, the merger was approved by the unanimous written consent of the members without a meeting. The date of adoption was December 10, 2013.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

BEL-RAY COMPANY, L.L.C.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
December 11, 2013
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 130484022

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
11th day of December, 2013

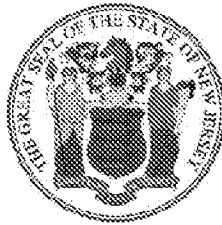
Andrew P. Sidamon-Eristoff
State Treasurer

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: BEL-RAY COMPANY, L.L.C.
Business Id: 0600405773
Certificate Number: 6000026347

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A MERGER ON December 11, 2013 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
February 11, 2014 A.D.



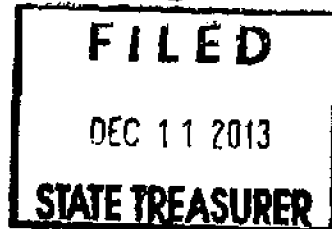
A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon - Eristoff
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

MRS 01008



UMC-1 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Limited Liability Co.'s, Limited Partnerships & Partnerships)

0600405773

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to NJSA 42:42:2A and 42:42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office. This form is also being executed and filed pursuant to NJSA 42:2C.

- 1. Type of Filing (check one): [X] Merger [] Consolidation
2. Name of Surviving Business Entity: Bel-Ray Company, LLC, an unregistered LLC.
3. Address of the Surviving Business Entity: P.O. Box 526, Farmingdale, NJ 07727
4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Table with 3 columns: Name, Jurisdiction, Identification # Assigned by Treasurer (if applicable). Rows include Bel-Ray Company, LLC (Delaware) and Bel-Ray Company, L.L.C. (New Jersey) with ID 0600405773.

- 5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer): P. O. Box 526; Farmingdale, NJ 07727

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

- 6. Effective Date (see instructions)

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of the surviving business entity. The undersigned is authorized and is signing on behalf of all Participating Business Entities.

Signature: Daryl Brosnan, Name: Daryl Brosnan, Title: Managing Member, Date: 12/9/2013

**Important Notes - New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

RECORDED: 04/08/2014

TRADEMARK REEL: 005255 FRAME: 0337