

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Transwheel Corporation		10/31/2009	CORPORATION: INDIANA
RECEIVING PARTY DATA			
Name:	Keystone Automotive Industries, Inc.		
Street Address:	655 Grassmere Park Drive		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37211		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2503465	TRANSWHEEL	
CORRESPONDENCE DATA			
Fax Number:	(312)827-8185		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	chicago.trademarks@klgates.com, valerie.swanson@klgates.com		
Correspondent Name:	Carol A. Genis c/o K&L Gates LLP		
Address Line 1:	P.O. Box 1135		
Address Line 4:	Chicago, ILLINOIS 60690-1135		
ATTORNEY DOCKET NUMBER:	3710256-148		
NAME OF SUBMITTER:	Carol A. Genis		
Signature:	/carol genis/		

CH \$40.00 2503465

900183074

**TRADEMARK
 REEL: 004466 FRAME: 0949**

Date:

02/03/2011

Total Attachments: 7

source=Transwheel Merger#page1.tif

source=Transwheel Merger#page2.tif

source=Transwheel Merger#page3.tif

source=Transwheel Merger#page4.tif

source=Transwheel Merger#page5.tif

source=Transwheel Merger#page6.tif

source=Transwheel Merger#page7.tif

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

KEYSTONE AUTOMOTIVE INDUSTRIES, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above California For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

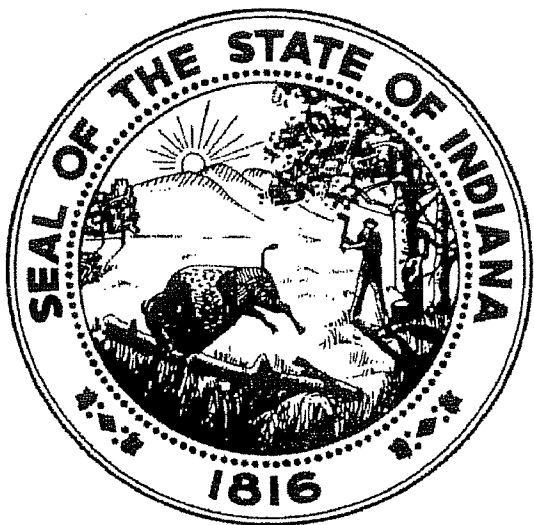
TRANSWHEEL CORPORATION

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

KEYSTONE AUTOMOTIVE INDUSTRIES, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, December 31, 2009.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 22, 2009.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

1988102520 / 2009 122861451

**TRADEMARK
REEL: 004466 FRAME: 0951**



ARTICLES OF MERGER
 State Form 39035 (RS / 2-97)
 Approved by State Board of Accounts, 1995

APPROVED
 AND
 FILED
Sue Anne Gilroy
 IND. SECRETARY OF STATE

SUE ANNE GILROY
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.
 FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
 Present original and two (2) copies to address in upper right corner of this form.
 Please TYPE or PRINT.
 Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER / SHARE EXCHANGE
OF
Transwheel Corporation
(hereinafter "the nonsurviving corporation(s)")

INTO
Keystone Automotive Industries, Inc.
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1:
 The name of the corporation surviving the merger is: Keystone Automotive Industries, Inc.
 and such name has has not (*designate which*) been changed as a result of the merger.

SECTION 2:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of California and qualified not qualified (*designate which*) to do business in Indiana.
 If the surviving corporation is qualified to do business in Indiana, state the date of qualification: 10/04/88.
 (If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (*if applicable*) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation		<u>Transwheel Corporation</u>	
State of Domicile	<u>Indiana</u>	Date of Incorporation or qualification in Indiana (<i>if applicable</i>)	<u>08/20/92</u>
Name of Corporation			
State of Domicile		Date of Incorporation or qualification in Indiana (<i>if applicable</i>)	
Name of Corporation			
State of Domicile		Date of Incorporation or qualification in Indiana (<i>if applicable</i>)	

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1 Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2 Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on October 31, 2009 and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		100		
NUMBER OF OUTSTANDING SHARES	100	100		
NUMBER OF VOTES ENTITLED TO BE CAST	100	100		
NUMBER OF VOTES REPRESENTED AT MEETING	100	100		
SHARES VOTED IN FAVOR	100	100		
SHARES VOTED AGAINST	0	0		

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1 Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2 Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on October 31, 2009 and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		378		
NUMBER OF OUTSTANDING SHARES	378	378		
NUMBER OF VOTES ENTITLED TO BE CAST	378	378		
NUMBER OF VOTES REPRESENTED AT MEETING	378	378		
SHARES VOTED IN FAVOR	378	378		
SHARES VOTED AGAINST	0	0		

In Witness Whereof, the undersigned being the Vice President of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 18th day of December, 2009.

Signature: Frank P. Erlain Printed name: Frank P. Erlain

2009 DEC 22 PM 3:53

TERRA A SECRETARY OF STATE RECEIVED

EXHIBIT A

PLAN OF MERGER
OF
KEYSTONE AUTOMOTIVE INDUSTRIES, INC.
AND
TRANSWHEEL CORPORATION

PLAN OF MERGER, pursuant to the provisions of the Indiana Business Corporation Law, dated this 31st day of October, 2009, between Keystone Automotive Industries, Inc., a California corporation (herein "Surviving Corporation"), and Transwheel Corporation, an Indiana corporation (herein "Merging Corporation").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to the Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. Merging Corporation shall be merged with and into Surviving Corporation (the "Merger").
2. The Certificate of Incorporation of Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.
3. Upon effectiveness of the Merger, all shares of the Merging Corporation immediately prior to the effectiveness of the Merger shall be converted into no shares of the Surviving Corporation. All the shares of the Surviving Corporation shall not be converted in any manner, but each such share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.
4. The Surviving Corporation shall assume the assets and liabilities of the Merging Corporation.
5. The by-laws of the Surviving Corporation as they exist of the effective date of this merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.
6. This merger shall become effective as of the close of business on December 31, 2009.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by an officer of each party hereto as the respective act, deed, and agreement of each said corporation on this 31st day of October, 2009.

KEYSTONE AUTOMOTIVE INDUSTRIES, INC.

By: Walter P. Hanley
Walter P. Hanley, Secretary

TRANSWHEEL CORPORATION

By: Walter P. Hanley
Walter P. Hanley, Secretary

TRANSWHEEL CORPORATION

Unanimous Written Consent of the Board of Directors

The undersigned, being all of the members of the Board of Directors of Transwheel Corporation, an Indiana corporation (the "Merging Corporation"), hereby take the following actions by written consent, in lieu of a special meeting of the board of directors, pursuant to the Corporation Law of the state of Indiana, and hereby waive any notice required to be given in connection therewith:

WHEREAS, the Board of Directors of the Merging Corporation has received and reviewed a Plan of Merger (the "Merger Agreement") pursuant to which the Merging Corporation will be merged with and into Keystone Automotive Industries, Inc., a California corporation (the "Surviving Corporation"), and in connection therewith, the outstanding shares of stock of the Merging Corporation will be converted into the shares of common stock of the Surviving Corporation as more fully set forth in the Merger Agreement; and

WHEREAS, the Board of Directors has determined that it is in the best interest of the Merging Corporation and its shareholders to enter into the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the attached Merger Agreement in the form attached to these resolutions be, and hereby is, authorized and approved in all respects;

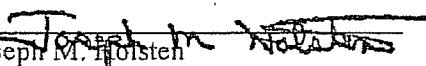
RESOLVED FURTHER, that the Board of Directors hereby authorizes and directs that the appropriate officers of the Merging Corporation execute the Merger Agreement and any ancillary documents including, but not limited to, the Articles of Merger (the "Transaction Documents") on behalf of the Merging Corporation, with such changes therein as any officer shall approve, such approval to be conclusively evidenced by his execution thereof;


RESOLVED FURTHER, that the officers of the Merging Corporation be and there hereby are, authorized and directed, for and on behalf of the Merging Corporation, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Merger Agreement and any Transaction Documents and such other agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any officer of the Merging Corporation shall be deemed conclusive evidence of the approval of any such addition, modification, amendment, or deletion;

RESOLVED FURTHER, that any and all actions heretofore taken by the officers of the Merging Corporation consistent with the foregoing resolutions are hereby ratified, approved and confirmed as the act and deed of the Merging Corporation; and

RESOLVED FURTHER, that the officers of the Merging Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Merging Corporation, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

Dated as of October 31, 2009


Joseph M. Holsten


Mark T. Spears

INDIANA SECRETARY OF STATE
RECEIVED
2009 DEC 02 PM 3:53

KEYSTONE AUTOMOTIVE INDUSTRIES, INC.

Unanimous Written Consent of the Board of Directors

The undersigned, being the sole member of the Board of Directors of Keystone Automotive Industries, Inc., a California corporation (the "Surviving Corporation"), hereby takes the following actions by written consent, in lieu of a special meeting of the board of directors, pursuant to the Corporation Law of the state of California, and hereby waives any notice required to be given in connection therewith:

WHEREAS, the Board of Directors of the Surviving Corporation has received and reviewed a Plan of Merger (the "Merger Agreement") pursuant to which Transwheel Corporation, an Indiana corporation (the "Merging Corporation"), will be merged with and into the Surviving Corporation, and in connection therewith, the outstanding shares of stock of the Merging Corporation will be converted into the shares of common stock of the Surviving Corporation as more fully set forth in the Merger Agreement; and

WHEREAS, the Board of Directors has determined that it is in the best interest of the Surviving Corporation and its shareholders to enter into the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the attached Merger Agreement in the form attached to these resolutions be, and hereby is, authorized and approved in all respects;

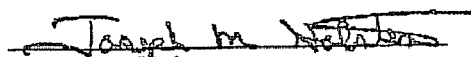
RESOLVED FURTHER, that the Board of Directors hereby authorizes and directs that the appropriate officers of the Surviving Corporation execute the Merger Agreement and any ancillary documents including, but not limited to, the Articles of Merger (the Transaction Documents") on behalf of the Surviving Corporation, with such changes therein as any officer shall approve, such approval to be conclusively evidenced by his execution thereof;

RESOLVED FURTHER, that the officers of the Surviving Corporation be and there hereby are, authorized and directed, for and on behalf of the Surviving Corporation, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Merger Agreement and any Transaction Documents and such other agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any officer of the Surviving Corporation shall be deemed conclusive evidence of the approval of any such addition, modification, amendment, or deletion;

RESOLVED FURTHER, that any and all actions heretofore taken by the officers of the Surviving Corporation consistent with the foregoing resolutions are hereby ratified, approved and confirmed as the act and deed of the Surviving Corporation; and

RESOLVED FURTHER, that the officers of the Surviving Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Surviving Corporation, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

Dated as of October 31, 2009


Joseph M. Holsten

SHAREHOLDER'S RESOLUTION

**Approving Merger of Transwheel Corporation, an Indiana corporation,
with and into Keystone Automotive Industries, Inc., a California corporation**

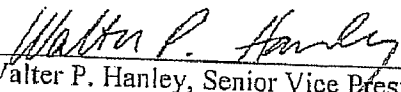
WHEREAS, LKQ Corporation (the "Shareholder") is the sole shareholder of Keystone Automotive Industries, Inc., a California corporation (the "Surviving Corporation"), and Transwheel Corporation, an Indiana corporation (the "Merging Corporation");

WHEREAS, the Board of Directors of the Surviving Corporation and the Merging Corporation determined it advisable to obtain operating efficiencies through the merger of Merging Corporation with and into Surviving Corporation;

NOW, THEREFORE, BE IT RESOLVED, that Shareholder hereby approves the adoption of the Plan of Merger between the Surviving Corporation and the Merging Corporation and all terms and conditions set out in the aforementioned agreement.

Dated as of October 31, 2009

LKQ CORPORATION



Walter P. Hanley, Senior Vice President