

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM407614

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
FEDERAL-MOGUL POWERTRAIN, INC.		12/03/2015	Corporation: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FEDERAL-MOGUL POWERTRAIN LLC		
<b>Street Address:</b>	27300 WEST 11 MILE ROAD		
<b>City:</b>	SOUTHFIELD		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48034		
<b>Entity Type:</b>	Limited Liability Company: MICHIGAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2026563	THERMFLEX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8446706009		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	202-457-0160		
<b>Email:</b>	slustig@dickinsonwright.com		
<b>Correspondent Name:</b>	Steven D. Lustig		
<b>Address Line 1:</b>	International Square, 1825 Eye St. N.W.		
<b>Address Line 2:</b>	Suite 900		
<b>Address Line 4:</b>	Washington, D.C. 20006		
<b>ATTORNEY DOCKET NUMBER:</b>	603750-46		
<b>NAME OF SUBMITTER:</b>	Steven D. Lustig		
<b>SIGNATURE:</b>	/Steven D. Lustig/		
<b>DATE SIGNED:</b>	12/05/2016		
<b>Total Attachments: 5</b>			
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**Michigan Department of  
Licensing and Regulatory Affairs**

**Filing Endorsement**

*This is to Certify that the*

**CERTIFICATE OF CONVERSION AND ARTICLES OF ORGANIZATION**

*For*

**FEDERAL-MOGUL POWERTRAIN, INC.  
ID Number: 318611**

*To*

**FEDERAL-MOGUL POWERTRAIN LLC.  
ID Number: E7594E**

*received by facsimile transmission on December 7, 2015, is hereby endorsed filed on  
December 7, 2015, by the Administrator.*

*The document is effective on the date filed, unless a  
subsequent effective date within 90 days after  
received date is stated in the document.*

*Effective date: 12/31/2015*



*In testimony whereof, I have hereunto set my hand  
and affixed the Seal of the Department, in the City of  
Lansing, this 8<sup>th</sup> day of December, 2015.*

*Julia Dale*

*, Acting Director  
Corporations, Securities & Commercial Licensing Bureau*

CSCLCO-554 (Rev. 07/15)

<b>MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES &amp; COMMERCIAL LICENSING BUREAU</b>	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Daniel G. Bonucchi, Esq. c/o Bodman PLC	
Address 201 West Big Beaver Road, Suite 500	
City Troy	State MI
	ZIP Code 48064
	EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

### CERTIFICATE OF CONVERSION

For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion.

#### 1. Before Conversion

Entity Name: Federal-Mogul Powertrain, Inc.		Entity ID: 318-011
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

#### 2. After Conversion

Entity Name: Federal-Mogul Powertrain LLC		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company
If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9.		
If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.		

3. Surviving Business Organization

Governing Statute:  
Michigan Limited Liability Company Act

Street Address:  
27300 West 11 Mile Road, Southfield, Michigan 48034

Principal Place of Business:  
27300 West 11 Mile Road, Southfield, Michigan 48034

4. Complete only if converting a profit corporation.

Designation and number of outstanding shares in each class and series 50,021 common shares

Indicate class and series of shares entitled to vote 50,021 common shares

Indicate class and series entitled to vote as a class, if any \_\_\_\_\_

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

5. Complete only if converting a nonprofit corporation and it is organized on a stock basis.

Designation and number of outstanding shares in each class \_\_\_\_\_

Indicate class of shares entitled to vote \_\_\_\_\_

Indicate class of shares entitled to vote as a class, if any \_\_\_\_\_

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

6. Complete only if converting a nonprofit corporation and it is organized on a membership basis.

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members:

7. Complete only if converting a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors:

8. The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

50,021 common shares will be converted into a 100% membership interest in the surviving LLC.

9. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document by the administrator.)

The conversion is effective on the 31st day of December, 2015.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date

11. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name	Expiration Date

12. Signatures: Complete only Section (a) or (b) if the converting corporation is domestic.  
Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 745(1)(d) of the Act.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Signature of Incorporator)

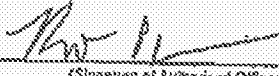
\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

Complete if the domestic corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 745(1)(c) of the Act.

Signed this 3rd day of December, 2015

By   
(Signature of Authorized Officer or Agent)

Brett Pynnönen  
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)