

11-03-1999



Atty. docket nos. 11361-70879
and 11361-70881

101190112

MAD 11/01/99

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Dura Operating Corp.

Aug. 8, 1999

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Atwood Industries, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 4750 Hiawatha Drive

Address (line 2) Rockford, IL 61103-1298

Address (line 3) Rockford

City

Illinois

State/Country

61103-1298

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization Illinois

11/03/1999 DNGUYEN 00000001 972219

FOR OFFICE USE ONLY

01 FC:481	40.00 OP
02 FC:482	25.00 OP
03 FC:998	15.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name **John P. Iwanicki**

Address (line 1) **BANNER & WITCOFF, Ltd.**

Address (line 2) **28 State Street, 28th Floor**

Address (line 3) **Boston, Massachusetts 02109**

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number **(617) 227-7111**

Name **John P. Iwanicki**

Address (line 1) **BANNER & WITCOFF, Ltd.**

Address (line 2) **28 State Street, 28th Floor**

Address (line 3) **Boston, Massachusetts 02109**

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

11

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

972,219 **1,076,891**

Number of Properties Enter the total number of properties involved.

2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ **80.00**

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # **19-0733**

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

JOHN P. IWANICKI
Name of Person Signing



10-28-99
Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EXCEL INDUSTRIES, INC.", A INDIANA CORPORATION,

WITH AND INTO "DURA OPERATING CORP." UNDER THE NAME OF "DURA OPERATING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MARCH, A.D. 1999, AT 12:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2246484 8100M

991111985



Edward J. Freel, Secretary of State

9643722

AUTHENTICATION:

03-23-99

DATE:

TRADEMARK
REEL: 001983 FRAME: 0718

ASSIGNMENT OF TRADEMARK

WHEREAS, Dura Operating Corp. ("Dura"), is a corporation organized and existing under the laws of the State of Delaware and having a principle place of business at 1120 North Main Street, Elkhart, County of Elkhart, Indiana;

WHEREAS, Excel Industries, Inc. (hereinafter "Excel") was a corporation organized and formerly existing by virtue of the law of the State of Indiana, whose principle place of business was at 1120 North Main Street, Elkhart, County of Elkhart, Indiana;

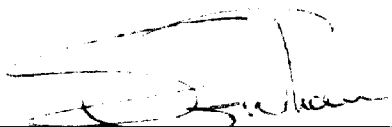
WHEREAS, Excel has been merged with and into Dura, the name of the surviving corporation of the merger being Dura Operating Corp., as shown in the Certificate of Merger provided as Attachment A hereto;

WHEREAS, Dura, as the successor in interest to Excel by virtue of the merger, warrants that Excel had adopted and used the mark "EXCEL" for window assemblies for recreational vehicles, trucks and automobiles and which trademark is registered in the United States Patent Office as Registration No. 1,076,891 on November 8, 1977, and that Excel had adopted and used the mark "EXCEL" for vehicle parts namely windows, seat recliners, brake rods, and closure counterbalances and which mark is registered in the United States Patent Office as Registration No. 972,219 on November 6, 1993 and further that Dura, as the successor in interest to Excel, owns the entire right, title and interest in and to the above EXCEL marks including United States Trademark Registration No. 1,076,891 and United States Trademark Registration No. 972,219 and further including the good will of the business symbolized by the trademarks;

WHEREAS, Atwood Industries, Inc. (hereinafter "Atwood"), a corporation organized under the laws of the State of Illinois having its principal office at 4750 Hiawatha Drive, Rockford, Illinois is desirous of acquiring all of Dura's right, title and interest in the trademarks "EXCEL" together with the good will of the business symbolized by the trademarks, and the above identified United States Trademark Registrations;

NOW THEREFORE, for valuable consideration, receipt of which is hereby acknowledged, Dura hereby grants and assigns unto Atwood, all right, title, and interest in the trademarks "EXCEL" together with the goodwill symbolized by the trademarks and the above-identified United States Trademark Registrations.

This assignment is executed this 5th day of August 1999.

By: 

Stephen E.K. Graham, Chief Financial Officer
Dura Operating Corp.

CERTIFICATE OF MERGER

OF

EXCEL INDUSTRIES, INC.
(an Indiana corporation)

WITH AND INTO

DURA OPERATING CORP.
(a Delaware corporation)

.....
*In accordance with the provisions of §252 of the
General Corporation Law of the
State of Delaware*
.....

Dura Operating Corp., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge Excel Industries, Inc., an Indiana corporation, with and into itself, pursuant to the provisions of §252 of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY** as follows:

FIRST: The name and state of incorporation of each constituent corporation of the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Dura Operating Corp.	Delaware
Excel Industries, Inc.	Indiana

The authorized capital stock of Excel Industries, Inc. consists of 20,000,000 shares of Common Stock, no par value per share and 1,000,000 shares of Preferred Stock, no par value per share.

SECOND: An Agreement and Plan of Merger, as amended (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent

corporation, in accordance with the requirements of §252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is Dura Operating Corp. (the "Surviving Corporation"). The Certificate of Incorporation of the Corporation as in effect at the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger Agreement may be amended or terminated and abandoned by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, 2791 Research Drive, Rochester Hills, Michigan 48309, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of any constituent corporation.

SIXTH: The Merger shall be effective immediately upon filing.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 23rd day of March, 1999.

DURA OPERATING CORP.,
a Delaware corporation

By: /s/ David Huls
David Huls
Vice President

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF MERGER

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office for filing duplicate copies of Articles of Merger, merging

EXCEL INDUSTRIES, INC.
the non-survivor, an Indiana corporation.

with and into

DURA OPERATING CORP.
the survivor, a Delaware corporation

The name of the corporation following the merger is

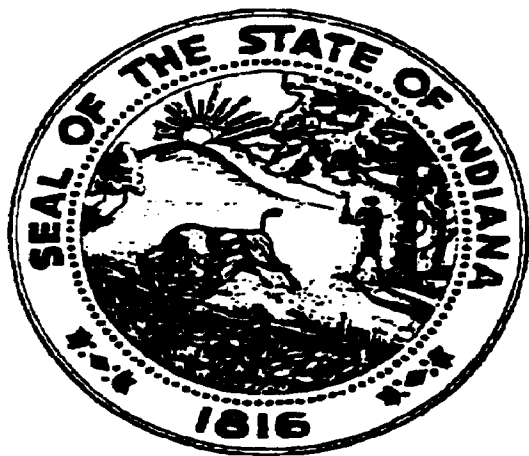
DURA OPERATING CORP.

Said Articles of Merger, having been prepared and signed in accordance with the Indiana Business Corporation Law.

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, Sue Anne Gilroy, hereby certify that said Articles of Merger have this day been filed in this office. The effective date of the merger is the 23rd day of March, 1999.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-third day of March, 1999.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Tuput