

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/15/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tempress, Inc.		09/13/2004	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Trim Systems Operating Corp.
Street Address:	6530 West Campus Oval
City:	New Albany
State/Country:	OHIO
Postal Code:	43054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2315152	T-RIM
Registration Number:	2175422	T-SKIN
Registration Number:	2171710	VCR

CORRESPONDENCE DATA

Fax Number: (312)660-0471
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-6371
 Email: rprescan@kirkland.com
 Correspondent Name: Renee Prescan
 Address Line 1: 200 E. Randolph Drive
 Address Line 2: Kirkland & Ellis LLP
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NAME OF SUBMITTER:	Michael G. Fatall
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Signature:

/Michael G. Fatall/

Date:

01/14/2005

Total Attachments: 2

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:10 PM 09/15/2004
FILED 02:10 PM 09/15/2004
SRV 040666712 - 2946599 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

TEMPRESS, INC.

(a Washington corporation)

WITH AND INTO

TRIM SYSTEMS OPERATING CORP.

(a Delaware corporation)

*In accordance with the provisions of §253 of the
General Corporation Law of the
State of Delaware*

Trim Systems 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 Tempress, Inc., a Washington corporation, with and into itself, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

The Corporation is the owner of all of the issued and outstanding shares of capital stock of the following constituent corporation (the "Subsidiary"):

CORPORATION	STATE OF INCORPORATION
Tempress, Inc.	Washington

FIRST: The Board of Directors of the Corporation adopted the resolution set forth below approving the merger of the Subsidiary with and into the Corporation (the "Merger"):

MERGER

WHEREAS, the Corporation is the sole stockholder of Tempress, Inc., a Washington corporation ("Tempress"); and

(LEGAL_9719939_1)_ Trim Systems Operating Corp.- Delaware merger certificate

WHEREAS, the Corporation deems it advisable and in the best interest of the Corporation that Tempress be merged into the Corporation; be it

RESOLVED, that Tempress be merged with and into the Corporation (the "Merger").

GENERAL

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the President, any Vice President, Secretary of the Corporation be, and hereby are, authorized to take all such further action and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable."

SECOND: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

THIRD: The Merger shall become effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, 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 Ownership and Merger this 13th day of September, 2004.

TRIM SYSTEMS OPERATING CORP.

By: Carl Edler

Its: Vice President

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