

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS / SERVICE MARKS ONLY

Tab settings → → → ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Old HLI, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: HLI Operating Company, Inc.

Internal Address: _____

Street Address: 15300 Centennial Drive

City: Northville State: MI ZIP: 48167

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No

(Designations must be a separate document from

Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 3, 2003

4. Application number(s) or registration numbers(s):

A. Trademark / Service Mark Application No.(s)

B. Trademark / Service Mark Registration No.(s)

2480510

2553901

2823924

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Douglas V. Pavelko

Internal Address: _____

MacMillan, Sobanski & Todd, LLC.

Street Address: One Maritime Plaza

720 Water Street, Fourth Floor

City: Toledo State: OH ZIP: 43604

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ \$120.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-1393

DO NOT USE THIS SPACE

9. 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.

Douglas V. Pavelko

Name of Person Signing

Signature

JAN. 16, 2006

Date

Total number of pages including cover sheet, attachments, and

5

Mail documents to be recorded with required cover sheet information to:

Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

CH \$90.00 081393 2480510

Delaware

PAGE 1

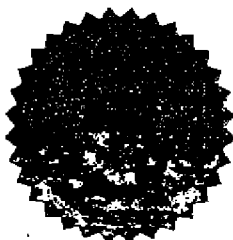
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE COURT ORDERED CERTIFICATE OF MERGER, WHICH MERGES:

"OLD HLI, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HLI OPERATING COMPANY, INC." UNDER THE NAME OF "HLI OPERATING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 2003, AT 12:09 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3640906 8100M

030363441

AUTHENTICATION: 2449393
TRADEMARK

REEL 003252 FRAME: 0467

06/03/2003 12:08 302 651 3017 → 16965840913027393673

State of Delaware 836 002
Secretary of State
Division of Corporations
Delivered 12:09 PM 06/03/2003
FILED 12:09 PM 06/03/2003
SRV 030363441 - 3640906 FILE

CERTIFICATE OF MERGER
OF
OLD HLI, INC.
INTO
HLI OPERATING COMPANY, INC.

Pursuant to Section 251 and Section 303 of the General Corporation Law of the State of Delaware

HLI Operating Company, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

HLI Operating Company, Inc.	:	Delaware
Old HLI, Inc.	:	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and Section 303 of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the merger is HLI Operating Company, Inc.

FOURTH: The Amended and Restated Certificate of Incorporation of HLI Operating Company, Inc. shall be the Amended and Restated Certificate of Incorporation of the surviving corporation.

FIFTH: That the merger of Old HLI, Inc. with and into HLI Operating Company, Inc. is one of the transactions contemplated by the Modified

06/03/2003 12:08 302 651 3017 → 16965840913027393673

NO. 836 P03

First Amended Joint Plan of Reorganization of Hayes Lemmerz International, Inc., and its Affiliated Debtors and Debtors in Possession, as Further Modified, dated as of April 9, 2003 (as such plan may be amended, supplemented or modified from time to time and confirmed on May 12, 2003, by the United States Bankruptcy Court for the District of Delaware, Case No. 01-11490 (the "Plan")) and, pursuant to Section 6.5 of the Plan and Section 251 and Section 303 of the DGCL, is authorized and approved in all respects without any requirement of further action of the security holders (including the stockholders) or directors of either of the constituent corporations.

FIFTH: The executed agreement of merger is on file at an office of the Surviving Corporation, 15300 Centennial Drive, Northville, Michigan 48167. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

[SIGNATURE PAGE FOLLOWS]

06/03/2003

12:08


322 651 3017 → 16965840913027393673

NO. 636

D24

IN WITNESS WHEREOF, HLI Operating Company, Inc. has caused
this Certificate of Merger to be executed in its corporate name this 3rd day of June,
2003.

HLI OPERATING COMPANY, INC.


Name: Patrick C. Cauley
Title: Secretary