

Doc Code:

FORM PTO-1594 (Modified)
(Rev. 07/05)
OMB No. 0651-0027 (exp. 6/30/2008)
TM05/REV04

RECORDATION FORM COVER SHEET TRADEMARKS / SERVICE MARKS ONLY

Docket No.:

To the Director of the U. S. Patent and Trademark Office: Please record the attached original documents or the new address(es) below.

1. Name of conveying party(ies):

Old HLI, Inc.

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

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

3. Nature of conveyance/Execution Date(s):

Execution Date: June 3, 2003

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

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

Additional names, addresses, or citizenship attached? Yes No

Name: HLI Operating Company, Inc.

Internal Address:

Address:

Street Address: 15300 Centennial Drive

City: Northville

State: MI

Country: _____ ZIP: 48167

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from

4. Application number(s) or registration numbers(s) and identification or description of the Trademark/Service Mark:

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

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

3,018,267
3,018,266

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s)/Service Mark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & 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, Fifth Floor

City: Toledo

State: OH Zip: 43604

Phone Number: 419-255-5900

Fax Number: 419-255-9639

Email Address: Pavelko@mstfirm.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 80.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
- b. Deposit Account Number 08-1393
Authorized User Name MacMillan Sobanski Todd

9. Signature:


Signature

April 9, 2007

Date

Douglas V. Pavelko
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **5**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$65.00 081393 3018267

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

DATE: 06-03-03

TRADEMARK

REEL: 003518 FRAME: 0590

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

State of Delaware NO. 836 D02
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 → 1696584091.3027393673

NO. 836 003

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)

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NO. 836 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