

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reese Products, Inc.		12/09/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Towing Products, Inc.
Street Address:	47774 Anchor Court
City:	Plymouth
State/Country:	MICHIGAN
Postal Code:	48170
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78193834	EZ-TITE
Serial Number:	78207232	EZ-TITE
Serial Number:	78193805	METAL-SHIELD
Serial Number:	78207227	METAL SHIELD

CORRESPONDENCE DATA

Fax Number: (216)348-5474

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: pcardenas@mcdonaldhopkins.com

Correspondent Name: James A. Dimitrijevs

Address Line 1: 2100 Bank ONE Center 600 Superior Ave E.

Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER: 18801-00005

NAME OF SUBMITTER: James A. Dimitrijevs

Total Attachments: 2
source=reasetowing1#page1.tifTRADEMARK
REEL: 002733 FRAME: 0429

CH 78193834 \$115.00

Delaware

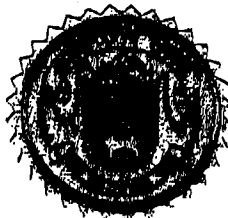
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The First State

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 CERTIFICATE OF MERGER, WHICH MERGES:

"REESE PRODUCTS, INC", A INDIANA CORPORATION,
WITH AND INTO "TOWING PRODUCTS, INC." UNDER THE NAME OF
"TOWING PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 2002, AT 4:30
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

2231485 8100M

020754584

AUTHENTICATION: 2133918

DATE: 12-10-02

TRADEMARK

REEL - 002733 FRAME - 0431

**CERTIFICATE OF MERGER OF
REESE PRODUCTS, INC. INTO
TOWING PRODUCTS, INC.**
(formerly known as Draw-Tite, Inc.)
(under Section 252 of the General Corporation Law of the State of Delaware)

Towing Products, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - a. Towing Products, Inc., a Delaware corporation; and
 - b. Reese Products, Inc., an Indiana corporation.
2. An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and the laws of the State of Indiana.
3. The surviving corporation is Towing Products, Inc.
4. The Certificate of Incorporation of Towing Products, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of Towing Products, Inc., the address of which is 47774 Anchor Court, Plymouth, Michigan 48170.
6. That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. This Certificate of Merger shall be effective upon the filing of the Certificate of Merger with the State of Delaware.

IN WITNESS WHEREOF, Towing Products, Inc. has caused this Certificate to be signed by its authorized officers, as of the 9th day of December, 2002.

TOWING PRODUCTS, INC.

By: _____

Grant H. Beard, President

And By: _____

Todd R. Peters, Vice President-Finance

TRADEMARK