

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/1998
CONVEYING PARTY DATA	
Name	Execution Date
Dura Automotive Systems, Inc., Shifter Operations	12/17/1998
RECEIVING PARTY DATA	
Name:	Dura Operating Corp.
Street Address:	2791 Research Drive
City:	Rochester Hills
State/Country:	MICHIGAN
Postal Code:	48309
PROPERTY NUMBERS Total: 6	
Property Type	Number
Patent Number:	5415377
Patent Number:	5277288
Patent Number:	5265708
Patent Number:	5125628
Patent Number:	5110093
Patent Number:	5027933
CORRESPONDENCE DATA	
Fax Number:	(312)660-0471
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-861-6371
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Correspondent Name:	Renee Prescan
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CH \$240.00 5415377

PATENT

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REEL: 016206 FRAME: 0288

NAME OF SUBMITTER:

Michael G. Fatall

Total Attachments: 3

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Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"DURA AUTOMOTIVE SYSTEMS, INC. SHIFTER OPERATIONS", A MICHIGAN 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-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9484579

DATE:

12-23-98

PATENT

REEL: 016206 FRAME: 0290

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING
DURA AUTOMOTIVE SYSTEMS, INC. SHIFTER OPERATIONS
INTO
DURA OPERATING CORP.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Dura Operating Corp., a corporation incorporated on the 13th day of November, 1990 (this "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware:

DOES HEREBY CERTIFY that this Corporation owns 100% of the capital stock of Dura Automotive Systems, Inc. Shifter Operations, a corporation incorporated on the 23rd day of April, 1968, pursuant to the provisions of the Business Corporation Act of the State of Michigan, and that this Corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 17th day of December, 1998, determined to and did merge into itself said Dura Automotive Systems, Inc. Shifter Operations, which resolution is in the following words to wit:

WHEREAS, it is deemed advisable and in the best interest of the Corporation that it merge its wholly owned subsidiary, Dura Automotive Systems, Inc. Shifter Operations, a Michigan corporation ("Shifter Operations") with and into itself;

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

FURTHER RESOLVED, that the form, terms and provisions of the Plan of Merger, dated as of December 17, 1998 by and between the Corporation and Shifter Operations (the "Plan of Merger"), substantially in the form presented to this meeting, and the Corporation's performance of its obligations under the Plan of Merger be, and hereby are, in all respects approved, with such changes therein and modifications and amendments thereto as the President, any Vice President or Secretary of the Corporation (collectively referred to herein as the "Proper Officers") may in their sole discretion approve.

FURTHER RESOLVED, that any of the Proper Officers be, and hereby are, authorized and empowered to execute and deliver a Certificate of Merger referencing the Plan of Merger, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to cause a Certificate of Merger to be filed with the office of the Secretary of State of Delaware (with a certified copy to the office of the Recorder of Deeds of New Castle Delaware) and the Michigan Department of Consumer and Industry Services.

FURTHER RESOLVED, that any of the Proper Officers of the Corporation be and hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect such merger.

A Plan of Merger was adopted by the Board of Directors of the Corporation. Such Plan of Merger is on file at the principal place of business of the Corporation at 2791 Research Drive, Rochester Hills, Michigan 48309. A copy of the Plan of Merger will be furnished on request and without cost to any shareholder of either Dura Automotive Systems, Inc. Shifter Operations or the Corporation.

The Merger shall be effective on the 30th day of December, 1998.

IN WITNESS WHEREOF, said Dura Operating Corp. has caused its corporate seal to be affixed and this certificate to be signed by Stephen E. K. Graham, an authorized officer, this 17th day of December, 1998.

BY: _____



Stephen E. K. Graham

TITLE OF OFFICER: Vice President and Chief Financial Officer

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