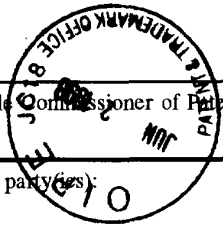


MRD
6-2-98



06-10-1998



100731531

To the Honorable Commissioner of Patent

original documents or copy thereof.

1. Name of conveying party(ies):
Consolidated Freightways, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: CNF Transportation Inc.
Internal Address: _____
Street Address: 3240 Hillview Avenue
City Palo Alto State CA ZIP 94304

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 28, 1997

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

A. Trademark Application No.(s): 75/089,458.

B. Trademark registration No.(s): None.

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1667 K Street, N.W.
Washington, D.C. 20006

Attn.: Nancy H. Lutz

File No.: 9523-123-999

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR 3.41):.....\$ 40.00

Please charge to the deposit account listed in Section 8, together with any other fees which may be due.

8. Deposit account number:
16-1150

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.

Nancy H. Lutz Nancy H Lutz June 2, 1998
 Name of Person Signing Reg. No. Signature Date

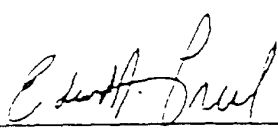
Total number of pages comprising cover sheet: 4

State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "CONSOLIDATED FREIGHTWAYS, INC.", CHANGING ITS NAME FROM "CONSOLIDATED FREIGHTWAYS, INC." TO "CNF TRANSPORTATION INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

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





Edward J. Freel, Secretary of State

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971136742

AUTHENTICATION: 8439708
DATE: 04-28-97

TRADEMARK
REEL: 1738 FRAME: 0402

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

Consolidated Freightways, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That its Board of Directors adopted certain resolutions proposing and declaring advisable a particular amendment to the Certificate of Incorporation of the corporation; and that such amendment, which is set forth in Exhibit A, attached hereto, was approved by the Shareholders of the corporation at their Annual Meeting held on April 28, 1997.

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Consolidated Freightways, Inc., has caused this certificate to be signed by Eberhard G.H. Schmoller, its Senior Vice President, General Counsel and Secretary, this 28th day of April, 1997.

CONSOLIDATED FREIGHTWAYS, INC.

By. 

Eberhard G.H. Schmoller
Senior Vice President, General
Counsel and Secretary

EXHIBIT A

Consolidated Freightways, Inc.
Amendment to Certificate of Incorporation

We are amending the corporation's Certificate of Incorporation by changing Article FIRST to read as follows:

FIRST: The name of the corporation is CNF Transportation Inc.

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