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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

Handwritten: 100, 12/30/98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents of copy the 2 of 2

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

Route 11, Church Road
P.O. Box 1610
Florence, Alabama 35631

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

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

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

Name: ATC Distributorship Group, Inc.

Internal Address: _____

Street Address: 901 Oakmont Lane, Suite 100

City: Westmont State: IL ZIP: 60559

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State 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 Assignment)

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

3. Nature of conveyance:

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

Execution Date: December 31, 1997

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,744,939

1,744,938

Additional numbers attached? Yes No

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

Name: Richard W. Young

Internal Address: Gardner, Carton & Douglas

Street Address: 321 North Clark

Suite 3400

City: Chicago State: IL ZIP: 60610

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Name of Person Signing

Handwritten signature of Richard W. Young

Signature

Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

01/05/1999 DNGUYEN 00000269 1744939

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 1836 FRAME: 0386

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 OWNERSHIP, WHICH MERGES:

"ATC COMPONENTS, INC.", A DELAWARE CORPORATION,

"DIVERCO, INC.", A ILLINOIS CORPORATION,

"H.T.P., INC.", A KENTUCKY CORPORATION,

"MAMCO CONVERTERS, INC.", A OHIO CORPORATION,

"METRAN AUTOMATIC TRANSMISSION PARTS CORP.", A NEW YORK CORPORATION,

"METRAN BOSTON, INC.", A MASSACHUSETTS CORPORATION,

"METRAN PARTS OF PENNSYLVANIA, INC.", A PENNSYLVANIA CORPORATION,

"REPLACEMENT AND EXCHANGE PARTS CO., INC.", A TEXAS CORPORATION,

"TRANS MART, INC.", A ALABAMA CORPORATION,

"TRANZPARTS, INC.", A WISCONSIN CORPORATION,

WITH AND INTO "ATC DISTRIBUTION GROUP, INC." UNDER THE NAME OF "ATC DISTRIBUTION GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D.



2774996 8100M

981505466

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9493433

DATE: 12-29-98

TRADEMARK
REEL: 1836 FRAME: 0387

State of Delaware
Office of the Secretary of State

PAGE 2

1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9493433

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981505466

12-29-98

TRADEMARK

REEL: 1836 FRAME: 0388

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**ATC COMPONENTS, INC.
DIVERCO, INC.
H.T.P., INC.
MAMCO CONVERTERS, INC.
METRAN AUTOMATIC TRANSMISSION PARTS CORP.
METRAN BOSTON, INC.
METRAN PARTS OF PENNSYLVANIA, INC.
REPLACEMENT AND EXCHANGE PARTS CO., INC.
TRANS MART, INC.
AND
TRANZPARTS, INC.**

INTO

ATC DISTRIBUTION GROUP, INC.

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

ATC Distribution Group, Inc., a Delaware corporation ("ATCDG"), does hereby certify:

FIRST: That ATCDG is incorporated pursuant to the General Corporation Law of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of the State of Delaware on July 18, 1997 under the name "TM-AL Acquisition Corp." and subsequently amended on November 26, 1997 to change its name to "ATC Distribution Group, Inc."

SECOND: That ATCDG owns all of the outstanding shares of each class of the capital stock of ATC Components, Inc., a Delaware corporation, Diverco, Inc., an Illinois corporation, H.T.P., Inc., a Kentucky corporation, Mamco Converters, Inc., an Ohio corporation, Metran Automatic Transmission Parts Corp., a New York corporation, Metran Boston, Inc., a Massachusetts corporation, Metran Parts of Pennsylvania, Inc., a Pennsylvania corporation, Replacement and Exchange Parts Co., Inc., a Texas corporation, Trans Mart, Inc., an Alabama corporation, and Tranzparts, Inc., a Wisconsin corporation (collectively, the "Subsidiaries").

THIRD: That ATCDG, by the following resolutions of its Board of Directors, duly adopted on December 30, 1997, determined to merge the Subsidiaries into itself on the conditions set forth in such resolutions:

WHEREAS, ATCDG owns all of the outstanding shares of each class of the capital stock of ATC Components, Inc., a Delaware corporation, Diverco, Inc., an Illinois corporation, H.T.P.,

Inc., a Kentucky corporation, Mamco Converters, Inc., an Ohio corporation, Metran Automatic Transmission Parts Corp., a New York corporation, Metran Boston, Inc., a Massachusetts corporation, Metran Parts of Pennsylvania, Inc., a Pennsylvania corporation, Replacement and Exchange Parts Co., Inc., a Texas corporation, Trans Mart, Inc., an Alabama corporation, and Tranzparts, Inc., a Wisconsin corporation (collectively, the "Subsidiaries");

WHEREAS, ATCDG desires to merge each of the Subsidiaries into ATCDG pursuant to the provisions of Section 253 of the Delaware General Corporation Law with ATCDG being the surviving corporation in each merger; and

WHEREAS, it has been proposed, and it is in the best interest of ATCDG, that each of the Subsidiaries be merged with and into ATCDG, with ATCDG being the surviving corporation (the "Mergers").

NOW THEREFORE BE IT RESOLVED, that the Board of Directors hereby adopts the following resolutions.

Alabama

WHEREAS, Section 10-2B-11.07 of the Business Corporation Act of the State of Alabama provides that an Alabama corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Trans Mart, Inc., an Alabama corporation, in order to effect such merger in accordance with Section 10-2B-11.04 of the Business Corporation Act of the State of Alabama; and (ii) hereby approves the merger of Trans Mart, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Delaware

WHEREAS, Section 251 of the General Corporation Law of the State of Delaware provides that a Delaware corporation may merge with another Delaware corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and ATC Components, Inc., a Delaware corporation, in order to effect such merger in accordance with Section 253 of the General Corporation Law of the State of Delaware; and (ii) hereby approves the merger of ATC Components, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Kentucky

WHEREAS, Section 271B.11-070 of the 1988 Business Corporation Act of the State of Kentucky provides that a Kentucky corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and H.T.P., Inc., a Kentucky corporation, in order to effect such merger in accordance with Section 271B.11-040 of the 1988 Business Corporation Act of the State of Kentucky; and (ii) hereby approves the merger of H.T.P., Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Illinois

WHEREAS, Section 5/11.35 of the Business Corporation Act of the State of Illinois provides that an Illinois corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Diverco, Inc., an Illinois corporation, in order to effect such merger in accordance with Section 5/11.30 of the Business Corporation Act of the State of Illinois; and (ii) hereby approves the merger of Diverco, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Massachusetts

WHEREAS, Section 79 of the Business Corporation Law of the State of Massachusetts provides that a New York corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Metran Boston, Inc., a Massachusetts corporation, in order to effect such merger in accordance with Section 82 of the Business Corporation Law of the State of Massachusetts; and (ii) hereby approves the merger of Metran Boston, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

New York

WHEREAS, Section 907 of the Business Corporation Law of the State of New York provides that a New York corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Metran Automatic Transmission Parts Corp., a New York corporation, in order to effect such merger in accordance with Section 905 of the Business Corporation Law of the State of New York; and (ii) hereby approves the merger of Metran Automatic Transmission Parts Corp. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Ohio

WHEREAS, Section 1701.79 of the General Corporation Law of the State of Ohio provides that an Ohio corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Mamco Converters, Inc., an Ohio corporation, in order to effect such merger in accordance with Section 1701.80 of the General Corporation Law of the State of Ohio; and (ii) hereby approves the merger of Mamco Converter, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Pennsylvania

WHEREAS, Section 1921(b) of the Business Corporation Law of the State of Pennsylvania provides that a New York corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Metran Parts of Pennsylvania, Inc., a Pennsylvania corporation, in order to effect such merger in accordance with Section 1924(b) of the Business Corporation Law of the State of Pennsylvania; and (ii) hereby approves the merger of Metran Parts of Pennsylvania, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Texas

WHEREAS, Section 5.07 of the Business Corporation Act of the State of Texas provides that a Texas corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Replacement and Exchange Parts Co., Inc., a Texas corporation, in order to effect such merger in accordance with Section 5.16 of the Business Corporation Act of the State of Texas; and (ii) hereby approves the merger of Replacement and Exchange Parts Co., Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

Wisconsin

WHEREAS, Section 180.1107 of the Business Corporation Law of the State of Wisconsin provides that a Wisconsin corporation may merge with a foreign corporation.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors (i) hereby approves and adopts, substantially in the form submitted to this Board, the Agreement and Plan of Merger to be entered into between ATCDG and Tranzparts, Inc., a Wisconsin corporation, in order to effect such merger in accordance with Section 180.1104 of the Business Corporation Law of the

State of Wisconsin; and (ii) hereby approves the merger of Tranzparts, Inc. with and into ATCDG pursuant to the terms of such Agreement and Plan of Merger.

General

RESOLVED FURTHER, that ATCDG shall be the surviving corporation in each of the Mergers and as such shall assume all of the liabilities and obligations of each of the Subsidiaries after the Mergers are effective.

RESOLVED FURTHER, that for the purpose of effectuating the Mergers, the officers of ATCDG shall be, and each of them acting alone hereby is, authorized and empowered on behalf and in the name of ATCDG to execute, deliver, record and/or file all agreements, documents, certificates and instruments and to do all other acts as may be required to carry out and perform the Mergers and any transactions contemplated by these resolutions.

RESOLVED FURTHER, that any action taken prior to the date hereof by any officer of ATCDG in connection with the subject matter of these resolutions be, and hereby is, authorized, approved and ratified as the action of ATCDG.

FOURTH: The Mergers shall become effective on December 31, 1996.

IN WITNESS WHEREOF, ATC Distribution Group, Inc. has caused this Certificate to be signed by Joseph Salamunovich, its Vice President as of December 31, 1997.

ATC DISTRIBUTION GROUP, INC.,
a Delaware corporation

By: 
Joseph Salamunovich, Vice President