

09-23-1999

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Fruehauf Corporation

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

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

2. Name and address of receiving party(ies)
Name: LMC Acquisition Corporation
Internal Address: _____
Street Address: 10900 Harper Avenue
City: Detroit State: MI ZIP: _____

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

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OPR/FINANCE
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3. Nature of conveyance:

Assignment Merger and
 Security Agreement Change of Name
 Other _____

Execution Date: December 15, 1986

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
1,120,717

Additional numbers attached? Yes No

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

Name: Thomas V. Smurzynski
Internal Address: Lahive & Cockfield, LLP
Street Address: 28 State Street
09/22/1999 JSHABAZZ 00000068 1120717
01 FC:481 40.00 UP
City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-0080

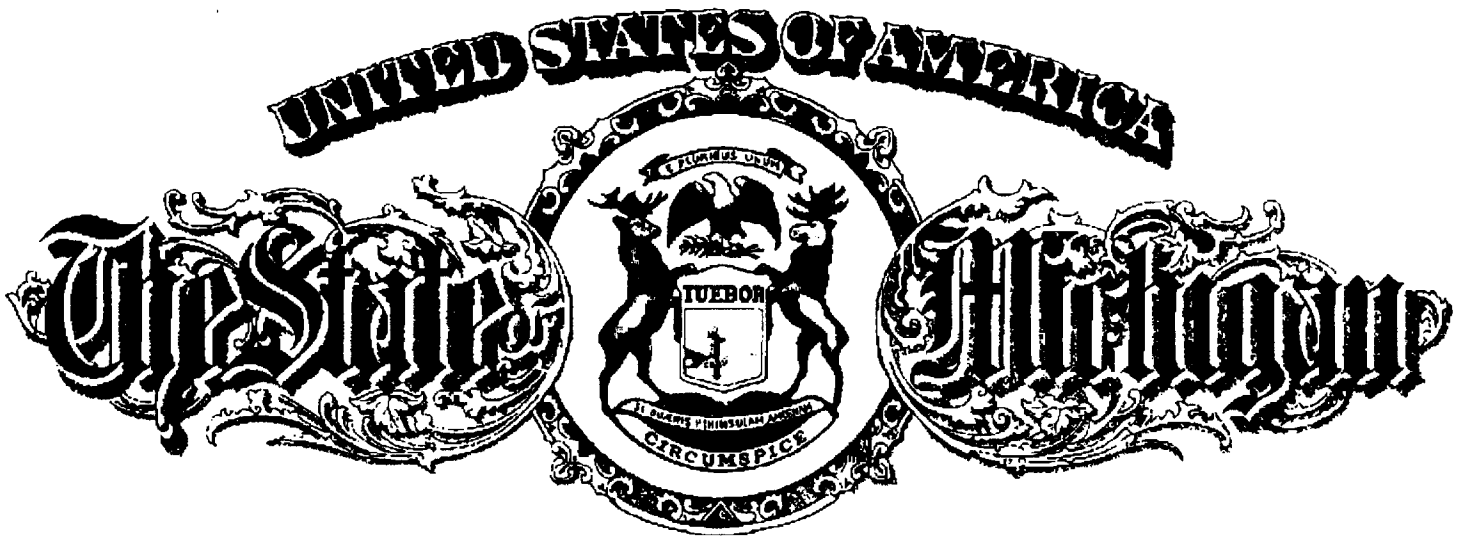
DO NOT USE THIS SPACE

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.

Thomas V. Smurzynski Thomas V. Smurzynski Sept 10, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of August, 1999.

Julie Croll

, Director

172 0445924

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>(FOR BUREAU USE ONLY)</p> <div style="text-align: center; font-size: 2em; font-weight: bold; margin: 20px 0;">FILED</div> <div style="text-align: center;"> <p>DEC 23 1986</p> <p>at 11:50 A.M., E.S.T.</p> <p>Administrator</p> <p>MICHIGAN DEPARTMENT OF COMMERCE</p> <p>Corporation & Securities Bureau</p> </div>	<p style="text-align: center;">Date Received</p> <div style="text-align: center; font-size: 1.2em; font-weight: bold;">DEC 23 1986</div>

CERTIFICATE OF MERGER/CONSOLIDATION

For use by Domestic or Foreign Corporations
 (Please read instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its corporation identification number (CID) is:

<u>LMC Acquisition Corporation</u>	2	9	8	—	5	7	5
<u>Fruehauf Corporation</u>	0	9	5	—	4	3	6

b. The name of the surviving (new) corporation and its corporation identification number (CID) is:

<u>Fruehauf Corporation</u>	0	9	5	—	4	3	6
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c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>Fruehauf Corporation</u>	<u>Common Stock 22,826,992</u>	<u>Common Stock</u>	<u>None</u>
<u>LMC Acquisition Corporation</u>	<u>Common Stock 104,205</u>	<u>Common Stock</u>	<u>None</u>

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: The number of shares of Common Stock of Fruehauf may be increased upon the exercise of options to purchase Common Stock. As of the date hereof there are 664,291 options to purchase Common Stock.

d. For each constituent nonstock corporation

(i) if it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

(ii) if it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows: The shares of Common Stock of Fruehauf Corporation (other than shares held by LMC Acquisition Corporation which will be cancelled) will be converted into the right to receive one share of Common Stock, par value \$.01 per share, of Fruehauf Holdings, Inc., a Delaware corporation ("Holdings") and 1.746 shares of \$3.68 Series A Cumulative Exchangeable Redeemable Preferred Stock, par value \$.01 per share, of Holdings. Each issued and outstanding share of Common Stock of LMC Acquisition will be converted into one share of Class A Common Stock, par value \$1.00 per share, of the surviving corporation.

f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: Article I is amended to read in its entirety: "The name of the corporation is LMC Acquisition Corporation." Paragraph A of Article III is amended to read in its entirety: "The aggregate number of shares which the Corporation shall have authority to issue is 150,000 shares of Class A Common Stock, par value \$1.00 per share and 10,000,000 shares of Preferred Stock, without par value."

g. Other provisions with respect to the merger (consolidation) are as follows:

2. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of _____

the jurisdiction under which _____

(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing)

The merger (consolidation) shall be effective on the _____ day of _____

19 _____

4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger (consolidation) was approved by the unanimous consent of the incorporators of _____, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of _____, the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 704 of the Act.

c. (For profit corporations only)

The plan of merger ~~or consolidation~~ was adopted by the Board of Directors of the following constituent corporations: **Fruehauf Corporation**
LMC Acquisition Corporation

and was approved by the shareholders of those corporations in accordance with Sections 701 to 704, or pursuant to Section 407 by written consent and written notice, if required by that section.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors

(i) (Complete if organized upon a stock or membership basis)

of _____ and was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.

(ii) (Complete if organized upon a directorship basis)

of _____ in accordance with Section 703(3).

Sign this area for item 4(a).

Signed this _____ day of _____, 19 _____.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 15th day of December, 19 86.

FRUEHAUF CORPORATION

(Name of Corporation)

By [Signature]

(Signature)

President

(Type or Print Name and Title)

Signed this 15th day of December, 19 86.

LMC ACQUISITION CORPORATION

(Name of Corporation)

By [Signature]

(Signature)

Vice President

(Type or Print Name and Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

The Corporation

Company

Preparer's name and business telephone number:

Francis J. Aquila

(212) 558-4048

Ms. Katina J. Dorton
Sullivan & Cromwell
125 Broad Street
New York, New York 10004

INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended, and Act 162, P.A. of 1982. The merger/consolidation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This certificate is to be used pursuant to sections 701 through 707 of the Act for the purpose of merging or consolidating two or more domestic and/or foreign corporations and pursuant to Section 731 if the merger or consolidation involves one or more foreign corporations.
4. If more than two corporations are merging or consolidating, the certificate may be adjusted as necessary, or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
5. Item 3 — This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. If a domestic corporation is merging or consolidating into a foreign corporation that does not have a certificate of authority, this certificate cannot be filed until a tax clearance is received. To obtain such a clearance, contact the Tax Clearance Division, Michigan Department of Treasury, Treasury Building, Lansing, Michigan 48922, and request that the tax clearance be sent to the Corporation Division.
7. A domestic nonprofit charitable purpose corporation must obtain the consent of the Michigan Attorney General if it is merging or consolidating into a for profit corporation or a foreign nonprofit corporation that does not have a certificate of authority with Michigan. Contact the Charitable Trust Division, Michigan Attorney General, Room 670, Law Building, 525 West Ottawa, Lansing, Michigan 48913 at least 45 days before the desired effective date of the merger or consolidation.
8. This certificate must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of each corporation that is merging or consolidating, unless the incorporators of a domestic profit corporation approve the merger or consolidation pursuant to sections 706 and 707 of the Act. In that event, the certificate must be signed in ink by all of the incorporators of that corporation in item 4.
9. FEES: Filing fee (Make remittance payable to State of Michigan) \$50.00
 Merger — If the survivor is a domestic profit corporation whose authorized capital stock is increased, an additional fee is due equal to ½ mill (.0005) on each dollar of the increase over the previous highest authorized capital stock on which a franchise fee was paid.
 Consolidation — Franchise fees are required for the articles of incorporation of the new consolidated corporation, if it is a domestic corporation.
 Credit — If a foreign corporation authorized to transact business in this State merges or consolidates into a domestic profit corporation, the amount of franchise fees required to be paid by that domestic corporation shall be reduced by the initial or additional franchise fees paid to this State by the foreign corporation.
10. Mail form and fee to:
 Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division,
 P.O. Box 30054, Lansing, MI 48909. Telephone: (517) 373-0493

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK

RECORDED: 09/20/1999

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