

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

RECORDATION FORM CO  
**TRADEMARKS (**

09-23-1999

COMMERCIAL  
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101151916

To the Honorable Commissioner of Patents and Trademarks: Please record.

1. Name of conveying party(ies):

LMC Acquisition Corporation **OPR/FINANCE**

**1999 SEP 20 AM 10:17**

**9.20.99**

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

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

2. Name and address of receiving party(ies)

Name: Fruehauf Corporation

Internal Address: \_\_\_\_\_

Street Address: 10900 Harper Avenue

City: Detroit State: MI ZIP: \_\_\_\_\_

- 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 and
- Change of Name

Execution Date: December 23, 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

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

09/22/1999 JSHABAZZ 00000081 1120717

DO NOT USE THIS SPACE

01 FE:481 40.00 OP

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  
Name of Person Signing

Thomas V. Smurzynski  
Signature

Sept 10, 1999  
Date

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

**17**

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

624721

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "LMC ACQUISITION CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MICHIGAN, MERGING WITH AND INTO "FRUEHAUF HOLDINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "FRUEHAUF CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1986, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

|||||



727037005

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11110417  
DATE: 02/06/1987

CERTIFICATE OF MERGER

OF

LMC ACQUISITION CORPORATION

INTO

FRUEHAUF HOLDINGS, INC.  
(Under Section 252 of the General  
Corporation Law of the State of Delaware)

\* \* \* \* \*

Fruehauf Holdings, Inc., a corporation organized  
and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation  
of each of the constituent corporation of the merger is as  
follows:

<u>Name</u>	<u>State of Incorporation</u>
LMC Acquisition Corporation	Michigan
Fruehauf Holdings, Inc.	Delaware

SECOND: The authorized capital stock of LMC  
Acquisition Corporation 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.

THIRD: That an agreement and plan of merger between  
the parties to the merger has been approved, adopted, cer-  
tified, executed and acknowledged by each of the constituent

corporations in accordance with the requirements of subsection (c) of Section 252 of the General Law of the State of Delaware.

FOURTH: That the surviving corporation of the merger is Fruehauf Holdings, Inc., a corporation of the State of Delaware and the name of the surviving corporation shall be changed herewith to Fruehauf Corporation.

FIFTH: That the certificate of incorporation of Fruehauf Holdings, Inc., a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation, except that Article FIRST is amended to read as follows: Article FIRST. The name of the corporation is Fruehauf Corporation.

SIXTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 10900 Harper Avenue, Detroit, Michigan.

SEVENTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, in request and without cost to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, said Fruehauf Holdings, Inc.  
has caused this certificate to be signed by Willis S.  
Hesselroth, its Vice President, and attested by Douglas W.  
Squires, its Assistant Secretary, this 23rd day of December,  
1986.

FRUEHAUF HOLDINGS, INC.

By   
Vice President

ATTEST:

By   
Assistant Secretary

FRUEHAUF CORPORATION

DIRECTORS

CHAIRMAN:

Robert D. Rowan

19644 Riverside Drive,  
Birmingham, MI 48009

DIRECTORS

T. Neal Combs

169 Stephens,  
Grosse Pte. Farms, MI 48236

Leon Alexander

1197 Banbury Circle,  
Bloomfield Hills, MI 48013

Robert G. Siefert

3325 Brassow Road,  
Saline, MI 48176

Jack Breslin

945 Pebblebrook Lane,  
E. Lansing, MI 48823

Frank P. Coyer, Jr.

30445 Oakview Way,  
Birmingham, MI 48010

Willis S. Hesselroth

1 Gracie Terrace  
New York, NY 10028

Dean E. Richardson

332 Cloverly Road  
Grosse Pte. Farms, MI 48236

Francis J. Sehn

3515 Brookside Drive,  
Bloomfield Hills, MI 48013

FRUEHAUF CORPORATION

OFFICERS

Robert D. Rowan, Chairman of the Board and CEO	19644 Riverside Drive Birmingham, MI 48009
T. Neal Combs, President and Chief Administrative Officer	169 Stephens Grosse Pte. Farms, MI 48236
Leon Alexander, President and Chief Executive Officer of Trailer Operations	1197 Banbury Circle Bloomfield Hills, MI 48013
Robert G. Siefert, President and Chief Executive Officer of Kelsey-Hayes	3325 Brassow Road Saline, MI 48176
James W. Barber, Vice President Operations	7435 Pinehurst Circle Birmingham, MI 48010
Richard F. Darke, Vice President, General Counsel and Secretary	1038 Audubon Grosse Pte. Park, MI 48230
Howard O. Emorey, Vice President, Treasurer and Asst. Secretary	21321 Hunt Club Drive Bloomfield Hills, MI 48013
Adolph T. Silverstein, Vice President-Controller	31655 Bellbine Court Birmingham, MI 48010
Arnold P. McIlwain, Executive Vice President, Maritime Operations	8251 Holly Ridge Road Jacksonville, FL 32216
Richard S. Glazer, Vice President-General Manager Liquid & Bulk Tank Division	9516 Capitol Avenue Omaha, NE 68114
Edward J. Hayes Executive Vice President - Technical Operations	1801 Arlington Ann Arbor, MI 48104
Michael W. Parres Vice President - Industrial Relations	799 Berkshire Grosse Pte. Park, MI 48230
Charles P. Jacoby Vice President - Marketing	781 Lakeshore Drive Grosse Pte. Shores, MI 48236
Joseph Mack II Vice President - International Operations, and President Fruehauf International	328 Barden Road Bloomfield Hills, MI 48013

Mary J. Brunner  
Assistant Secretary

John H. Crouch  
Assistant Secretary

Harry J. Miller  
Assistant Secretary

1060 Loma Linda Court  
Ft. Worth, TX 76116

609 Parkwood Drive  
Long Beach, MS 39560

1045 Forest  
Birmingham, MI 48008

4421J

Kathleen W. Goyer  
Fruhsch Corporation  
10900 Harper Ave.  
Detroit, Michigan 48213

Administrator  
AMERICAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

FEB 27 1987

FILED

AMERICAN DEPT. OF COMMERCE

FEB 24 1987

RECEIVED



MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>(FOR BUREAU USE ONLY)</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">FILED</p> <p style="text-align: center;">DEC 23 1986 at 11:55 A.M., E.S.T. Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation &amp; Securities Bureau</p>	<p style="text-align: center; font-size: 0.8em;">Date Received</p> <p style="text-align: center; font-size: 1.2em; font-weight: bold;">DEC 23 1986</p>

### CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit 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, the undersigned corporations execute the following Certificate:

1. The Plan of Merger is as follows:

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

<u>LMC Acquisition Corporation</u>	0 9 5 - 4 3 6
<u>Fruehauf Holdings, Inc.</u>	6 2 4 - 7 2 1

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

<u>Fruehauf Holdings, Inc.</u>	6 2 4 - 7 2 1
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c. For each constituent 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
	SEE ATTACHMENT #1		

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

(MICH. - 1754 - 7/2/85)

d. The terms and conditions of the proposed merger, including the manner and basis of converting the shares of each constituent corporation into shares, bonds, or other securities of the surviving corporation, or into cash or other consideration, are as follows:

SEE ATTACHMENT #2

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

SEE ATTACHMENT #3

f. Other provisions with respect to the merger are as follows:

2. (Complete for any foreign corporation only)

This merger is permitted by the laws of the State of Delaware, the jurisdiction under which Fruehauf Holdings, Inc. (name of foreign corporation)

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

3. The number of outstanding shares of each class of the subsidiary corporation and the number of shares of each class owned by the parent corporation is as follows:

Class	Total shares outstanding	Shares owned by parent corporation <small>directly or indirectly</small>
Class A Common Stock	104,205	104,205

4. ~~(Delete if the parent corporation owns 100% of the shares of the domestic subsidiary)~~  
 The parent corporation owns less than 100%, but at least 90%, of the outstanding shares of each subsidiary corporation and (check one)  
 a copy or summary of the plan of merger was mailed to each shareholder of the subsidiary corporation on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_  
 a copy or summary of the plan of merger was not mailed to the minority shareholders of the subsidiary corporation because written waivers of mailing were obtained from all of the minority shareholders.

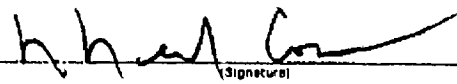
5. ~~(Delete if not applicable)~~  
 The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)

6. ~~(Delete if not applicable)~~  
 The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)

7. (Complete only if an effective date is desired other than the date of filing)  
 The merger shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Signed this 23rd day of December, 19 86

FRUEHAUF HOLDINGS, INC.  
(Name of parent corporation)

By   
(Signature)

T. Neal Combs, President  
(Type or Print Name and Title)

(MICH. - 1764)

**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.

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

The Corporation

Company

Preparer's name and business  
telephone number:

Francis J. Aquila

( 212 ) 558-4043

### INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended. The certificate of merger 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 document is to be used pursuant to sections 711 through 713 of the Act by a domestic parent corporation merging with one or more domestic subsidiary corporations and section 733 of the Act if a foreign corporation is a party to the merger. The parent corporation must own at least 90% of the outstanding shares of each class of stock of the subsidiary corporation(s). This certificate is to be used only by profit corporations.
4. If more than two corporations are merging, 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 7 — 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. This certificate must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of the parent corporation.
7. FEES: Filing fee (Make remittance payable to State of Michigan) ..... \$50.00  
If the authorized capital stock of the surviving domestic corporation is increased, an additional fee is due equal to 1/2 mill (.0005) on each dollar of the increase over the previous highest authorized capital stock on which a franchise fee was paid.  
If a foreign corporation authorized to transact business in this State merges 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.
8. Mail form and fee to:  
Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division,  
P.O. Box 30054, Lansing, Michigan 48909, Telephone: (517) 373-0493

ATTACHMENT #1

(a) There are 5,983,724 shares of Class A Common Stock, par value \$.01 per share, 6,108,099 shares of Class B Common Stock, par value \$.01 per share, and 10,666,234 shares of \$3.68 Series A Cumulative Exchangeable Preferred Stock, par value \$.01 per share, of Fruehauf Holdings, Inc. outstanding. (b) There are 104,205 share of Class A Common Stock, par value \$1.00 per share, of LMC Acquisition Corporation outstanding.

ATTACHMENT #2

1. Fruehauf Holdings, Inc. shall merge LMC Acquisition Corporation with and into itself, by which action the separate corporate existence of LMC Acquisition Corporation shall cease, and except as provided in paragraph 2 hereof, this Corporation shall succeed to the ownership of all the assets and assume all of the obligations of LMC Acquisition Corporation; and

2. Upon the effectiveness of the merger:

a. each of the 28,207 shares of Class A Common Stock of LMC Acquisition Corporation owned by Kelsey-Hayes Holdings, Inc., a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Kelsey-Hayes Holdings, Inc. shall receive 7,036 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

b. each of the 3,000 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum I Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum I Corporation shall receive 382 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

c. each of the 2,500 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum II Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum II Corporation shall receive 318 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

d. each of the 2,000 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum III Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum III Corporation shall receive 254 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

e. each of the 500 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum IV Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum IV Corporation shall receive 64 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

f. each of the 10,000 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum V Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum V Corporation shall receive 1,272 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

g. each of the 2,000 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum VI Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum VI Corporation shall receive 254 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

h. each of the 3,300 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum VII Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum VII Corporation shall receive 420 shares of Common Stock, par value \$.01 per share, of Kelsey-Hayes Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

i. each of the 9,000 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum VIII Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum VIII Corporation shall receive all of the assets of the RentCo division of LMC Acquisition Corporation pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

j. each of the 2,500 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum XI Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum XI Corporation shall receive all of the assets of the Delphos Axle division of LMC Acquisition Corporation pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

k. each of the 33,000 shares of Class A Common Stock of LMC Acquisition Corporation owned by Speculum XII Corporation, a Delaware corporation and a wholly owned subsidiary of Fruehauf Holdings, Inc., shall be cancelled and cease to exist and Speculum XII Corporation shall receive 20,000 shares of Common Stock, par value \$100 per share, of Fruehauf Finance Company, a Delaware corporation, pursuant to an Agreement and Plan of Liquidation of LMC Acquisition Corporation; and

l. each share of Class A Common Stock of LMC Acquisition Corporation held in treasury shall be cancelled and cease to exist.



ATTACHMENT #3

The Restated Certificate of Incorporation of Fruehauf Holdings, Inc. as filed in Delaware shall remain in effect, Article FIRST shall be amended to read in its entirety as follows "The name of the corporation is Fruehauf Corporation."