

11-23-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

38-72-8-299  
NEW

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Change of Name  
Effective Date  
Month Day Year
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

06/02/1999 DNGUYEN 00000016 75550566

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK  
REEL: 001965 FRAME: 0188

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages  Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

Number of Properties  Enter the total number of properties involved. #

Fee Amount  Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

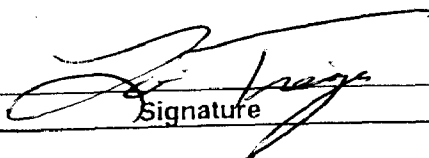
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Louis Treiger  
Name of Person Signing

  
Signature

5/27/99  
Date Signed

02-24-1999



100970593

2-16-99

RECORDATION FORM COVER :  
TRADEMARKS ONLY

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02/16/1999 JSHBAZZ 00000033 73550556

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01 FC:481 40.00 OP  
02 FC:482 525.00 OP

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TRADEMARK  
REEL: 001965 FRAME: 0190

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Name

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Address (line 2)

Address (line 3)

Address (line 4)

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Fee Amount for Properties Listed (37 CFR 3.41): \$

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**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

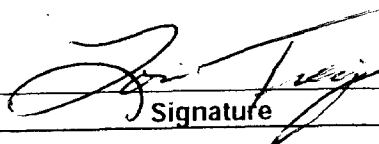
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Authorization to charge additional fees: Yes  No

**Statement and Signature**

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Louis Treiger  
Name of Person Signing

  
Signature

Feb. 12, 1999  
Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

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**Registration Number(s)**

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**PLAN OF MERGER OF**

**PACE INTERNATIONAL, L.P.**  
**a Washington limited partnership,**

**WITH AND INTO**

**PACE INTERNATIONAL I, LLC,**  
**a Washington limited liability company**

1. The names of the entities planning to merge are PACE INTERNATIONAL, L.P., a Washington limited partnership (the "Merging Partnership"), and PACE INTERNATIONAL I, LLC, a Washington limited liability company (the "Surviving LLC"). PACE INTERNATIONAL I, LLC will be the surviving entity.

2. The general partner and the limited partners of the Merging Partnership have determined that the merger of the Merging Partnership with and into the Surviving LLC (the "Merger") is in the best interests of such general and limited partners, and have unanimously approved the Merger. The members of the Surviving LLC have determined that the Merger is in the best interests of the members, and have unanimously approved the Merger.

3. As of January 1, 1999, 12:02 a.m. (the "Effective Date"), by virtue of the Merger, each of the issued and outstanding general partnership interests and limited partnership interests of the Merging Partnership ("Partnership Interests") shall be converted into membership units of the Surviving LLC, as follows:

- 3.1.1 Each percentage of the Class A Sharing Ratios held by a Class A Limited Partner of the Partnership shall be converted to one (1) LLC Class A Membership Unit.
- 3.1.2 The Class B Limited Partnership Interest shall be converted to 100 LLC Class B Membership Units.

3.1.3 Each percentage of the General Sharing Ratio held by Class C Limited Partners Herman Sarkowsky, George Lobisser and Gerald Frazee shall be converted to 1.011235955 LLC Class C Membership Units, and each percentage of the General Sharing Ratio held by Class C Limited Partner NationsCredit Commercial Corporation shall be converted to one (1) LLC Class C Membership Unit.

4. As of the Effective Date, the separate existence of the Merging Partnership shall cease, and said partnership will be merged in accordance with the provisions of this Plan of Merger with and into the Surviving LLC. The Merger shall have such other effects as are set forth in the Washington Limited Partnership Act, the Washington Limited Liability Company Act and all other applicable laws.

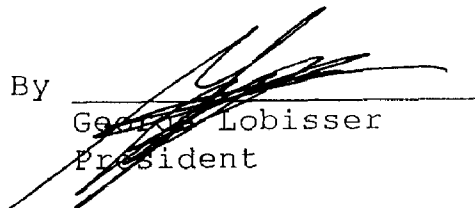
5. As of the Effective Date, the Certificate of Formation of the Surviving LLC is hereby amended by changing the name of the entity to:

PACE INTERNATIONAL, LLC

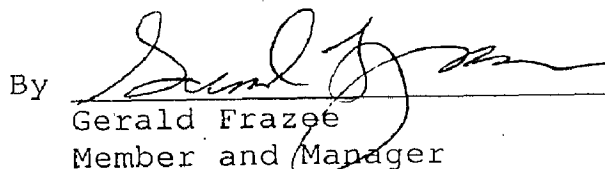
IN WITNESS WHEREOF, this Plan of Merger is made and executed this 30<sup>th</sup> day of December, 1998.

**PACE INTERNATIONAL, L.P.**

By: S/L III, INC.,  
General Partner

By   
George Lobisser  
President

**PACE INTERNATIONAL, LLC**

By   
Gerald Frazee  
Member and Manager

ARTICLES OF MERGER OF

PACE INTERNATIONAL, L.P.  
a Washington limited partnership,

WITH AND INTO

PACE INTERNATIONAL I, LLC,  
a Washington limited liability company

FILED  
STATE OF WASHINGTON

DEC 31 1998

RALPH M. LEIRO  
SECRETARY OF STATE

These ARTICLES OF MERGER are executed for the purpose of merging PACE INTERNATIONAL, L.P. a Washington limited partnership (the "Partnership"), with and into PACE INTERNATIONAL I, LLC, a Washington limited liability company (the "LLC").

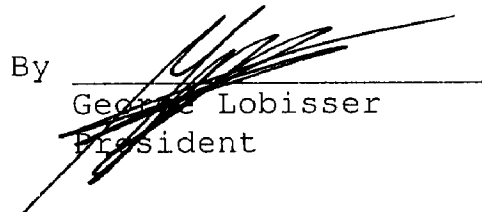
The Plan of Merger approved by all the general and limited partners of the Partnership and by all the members of the LLC is attached hereto and made a part hereof. The merger has been approved in accordance with RCW 25.10.810 and RCW 25.15.400.

The effective date of these Articles of Merger is January 1, 1999, 12:02 a.m.


Dated: December 30, 1998.

PACE INTERNATIONAL, L.P.

By: S/L III, INC.,  
General Partner

By   
George Lobisser  
President

PACE INTERNATIONAL I, LLC

By   
Gerald Frazee  
Member and Manager