

03-02-2000



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RECORDATION FORM COVER SHEET  
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OPR/FINANCE

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

MRD 2-1-00

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  
Effective Date  
Month Day Year  
03/30/95

Change of Name

Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name SLM-PDC, Ltd.

03/30/95

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of receiving parties attached

Name SLM-PDC, Ltd.

DBA/KA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 424 South Port Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Corpus Christi  
City

Texas/USA  
State/Country

78405  
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 Texas

03/02/2000 DCOATES 00000102 1917671

FOR OFFICE USE ONLY

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40.00 OP

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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: 002028 FRAME: 0660

**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)**

|                      |                      |                      |  |                      |                      |
|----------------------|----------------------|----------------------|--|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,917,671"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/>                   | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/>                   | <input type="text"/> | <input type="text"/> |

**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.

Linda A. Heban

Name of Person Signing

Signature

June 23, 2000

Date Signed

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 30 1995

ARTICLES OF MERGER  
AND CERTIFICATE OF MERGER  
(COMBINATION OF MULTIPLE ENTITIES)

Corporations Section

Pursuant to the provisions of article 5.04 of the Texas Business Corporation Act and Section 2.11 of the Texas Revised Limited Partnership Act, the undersigned corporation and limited partnership adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of article 5.01 of the Texas Business Corporation Act and Section 2.11 of the Texas Revised Limited Partnership Act.

ARTICLE ONE:

A plan of merger adopted in accordance with the provisions of article 5.04 of the Texas Business Corporation Act and Section 2.11 of the Texas Revised Limited Partnership Act providing for the combination of Parts Distributing Company, a Texas business corporation, and SLM-PDC, Ltd., a Texas limited partnership, and resulting in SLM-PDC, Ltd., a Texas limited partnership, being the surviving entity in the merger is attached hereto as Exhibit A and is hereby incorporated herein by reference.

ARTICLE TWO:

The name of each of the undersigned corporation(s), limited partnership(s) and other entity or entities, the type of such corporation, limited partnership or other entity and the laws under which such corporation, limited partnership or other entity was organized are:

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TRADEMARK  
REEL: 002028 FRAME: 0662

| <u>Name of Corporation or<br/>Other Entity</u> | <u>Type of Entry</u> | <u>State</u> |
|--|----------------------|--------------|
| Parts Distributing Company                     | business corporation | Texas        |
| SLM-PDC, Ltd.                                  | limited partnership  | Texas        |

**ARTICLE THREE:**

As to each of the undersigned domestic corporation(s), the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

| <u>Name of Corporation</u> | <u>Number of Shares Outstanding</u> | <u>Designation of Class or Series</u> | <u>Number of Shares Entitled to Vote as a Class or Series</u> |
|----------------------------|-------------------------------------|---------------------------------------|---|
| Parts Distributing Company | 45,000                              | Voting Common                         | -0-   |

**ARTICLE FOUR:**

As to each of the undersigned domestic corporation(s), the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the plan of merger, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the plan of merger, are as follows:

| <u>Name of Corporation</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Class or Series</u> | <u>Number of Shares Entitled to Vote as a Class or Series</u> |                      |
|----------------------------|------------------------|----------------------------|------------------------|---|----------------------|
|                            |                        |                            |                        | <u>Voted For</u>  | <u>Voted Against</u> |
| Parts Distributing Company | 45,000                 | -0-                        | Voting Common          | -0-   | -0-                  |

ARTICLE FIVE:

The plan of merger and the performance of its terms were duly authorized by all action required by the laws under which each corporation, limited partnership or other entity that is a party to the plan of merger was incorporated or organized and by its constituent documents.

ARTICLE SIX:

The merger will become effective at the close of business on March 31, 1995, in accordance with the provisions of article 10.03 of the Texas Business Corporation Act and Section 2.12 of the Texas Revised Limited Partnership Act.

DATED March 29, 1995.

PARTS DISTRIBUTING COMPANY

SLM-PDC, LTD.

By: *Lee Storkert*  
Name: LEE STORKERT  
Title: V.P.

By: Parts Managing Company,  
General Partner

By: *Lee Storkert*  
Name: LEE STORKERT  
Title: V.P.

EXHIBIT A

PLAN OF MERGER

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PROVIDING FOR THE MERGER OF PARTS DISTRIBUTING COMPANY  
WITH AND INTO SLM-PDC, LTD.

1. The name of each corporation and limited partnership that is a party to the merger is as follows: (a) Parts Distributing Company, a Texas business corporation; and (b) SLM-PDC, Ltd., a Texas limited partnership. Both entities are organized under the laws of the State of Texas, pursuant to the respective provisions of the Texas Business Corporation Act, and Texas Revised Limited Partnership Act. The name of the surviving entity is SLM-PDC, Ltd. (the "Surviving Entity").

2. The terms and conditions of the merger are as follows:

a. Parts Distributing Company shall be merged with and into the Surviving Entity.

b. The merger shall become effective on the date specified in the Articles of Merger and Certificate of Merger, whereupon the separate existence of Parts Distributing Company shall cease and the Surviving Entity shall succeed, without other transfer, to all rights and property of Parts Distributing Company, and shall be subject to all debts and liabilities of Parts Distributing Company in the same manner as if the Surviving Entity had itself incurred them. All

rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired.

c. The shareholders of Parts Distributing Company will surrender all certificates representing their shares to be cancelled in the manner hereinafter set forth. The partnership interests of SLM-PDC, Ltd., shall be the evidence of ownership of the Surviving Entity.

3. The manner and basis of converting any of the shares or other evidences of ownership of each entity that is a party to the merger into shares, obligations, evidences of ownership, rights to purchase securities or other securities of the Surviving Entity, shall be as follows:

a. When the merger shall become effective, certificates representing outstanding shares of Parts Distributing Company, shall be surrendered by its sole shareholder to the Surviving Entity and shall be cancelled.

b. When the merger shall become effective, the sole shareholder of Parts Distributing Company shall become a limited partner of the Surviving Entity pursuant to the terms of the Limited Partnership Agreement of the Surviving Entity.

4. The Limited Partnership Agreement and Certificate of Limited Partnership of SLM-PDC, Ltd., on the effective date of the merger, shall be the Limited Partnership Agreement and Certificate of Limited Partnership of the Surviving Entity, and shall continue in full force as the Limited Partnership Agreement and Certificate

of Limited Partnership of the Surviving Entity until altered,  
amended, or repealed as provided therein or as provided by law.



FILED  
In the Office of the  
Secretary of State of Texas

MAR 30 1995

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AND CERTIFICATE OF MERGER  
(COMBINATION OF MULTIPLE ENTITIES)  
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ARTICLE TWO:

The name of each of the undersigned corporation(s), limited partnership(s) and other entity or entities, the type of such corporation, limited partnership or other entity and the laws under which such corporation, limited partnership or other entity was organized are:

| <u>Name of Corporation or<br/>Other Entity</u> | <u>Type of Entry</u> | <u>State</u> |
|--|----------------------|--------------|
| Parts Distributing Company                     | business corporation | Texas        |
| SLM-PDC, Ltd.                                  | limited partnership  | Texas        |

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|----------------------------|-------------------------------------|---------------------------------------|---|
| Parts Distributing Company | 45,000                              | Voting Common                         | -0-   |

ARTICLE FOUR:

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| <u>Name of Corporation</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Class or Series</u> | <u>Number of Shares Entitled to Vote as a Class or Series</u> |                      |
|----------------------------|------------------------|----------------------------|------------------------|---|----------------------|
|                            |                        |                            |                        | <u>Voted For</u>  | <u>Voted Against</u> |
| Parts Distributing Company | 45,000                 | -0-                        | Voting Common          | -0-   | -0-                  |

ARTICLE FIVE:

The plan of merger and the performance of its terms were duly authorized by all action required by the laws under which each corporation, limited partnership or other entity that is a party to the plan of merger was incorporated or organized and by its constituent documents.

ARTICLE SIX:

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DATED March 29, 1995.

PARTS DISTRIBUTING COMPANY

SLM-PDC, LTD.

By: *Lee Stokerson*  
Name: Lee Stokerson  
Title: V.P.

By: Parts Managing Company,  
General Partner

By: *Lee Stokerson*  
Name: Lee Stokerson  
Title: V.P.

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2. The terms and conditions of the merger are as follows:

a. Parts Distributing Company shall be merged with and into the Surviving Entity.

b. The merger shall become effective on the date specified in the Articles of Merger and Certificate of Merger, whereupon the separate existence of Parts Distributing Company shall cease and the Surviving Entity shall succeed, without other transfer, to all rights and property of Parts Distributing Company, and shall be subject to all debts and liabilities of Parts Distributing Company in the same manner as if the Surviving Entity had itself incurred them. All

rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired.

c. The shareholders of Parts Distributing Company will surrender all certificates representing their shares to be cancelled in the manner hereinafter set forth. The partnership interests of SLM-PDC, Ltd., shall be the evidence of ownership of the Surviving Entity.

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a. When the merger shall become effective, certificates representing outstanding shares of Parts Distributing Company, shall be surrendered by its sole shareholder to the Surviving Entity and shall be cancelled.

b. When the merger shall become effective, the sole shareholder of Parts Distributing Company shall become a limited partner of the Surviving Entity pursuant to the terms of the Limited Partnership Agreement of the Surviving Entity.

4. The Limited Partnership Agreement and Certificate of Limited Partnership of SLM-PDC, Ltd., on the effective date of the merger, shall be the Limited Partnership Agreement and Certificate of Limited Partnership of the Surviving Entity, and shall continue in full force as the Limited Partnership Agreement and Certificate

of Limited Partnership of the Surviving Entity until altered, amended, or repealed as provided therein or as provided by law.