

07-25-2000



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Merger
- Change of Name
- 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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

07/24/2000 NTHA11 00000135 1604509

01 FC:481 40.00 OP
02 FC:482 25.00 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: 002109 FRAME: 0415

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="1,604,509"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,615,597"/>	<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:

#

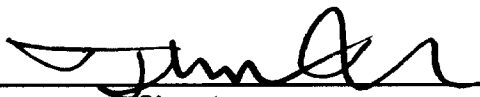
Authorization to charge additional fees:

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.

Thomas W. Ryan



June 23, 2000

Name of Person Signing

Signature

Date Signed

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:

"TRIANGLE AUTO SPRING CO.", A DELAWARE CORPORATION,
WITH AND INTO "LELAND PARTS, INC." UNDER THE NAME OF
"TRIANGLE AUTO SPRING CO.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1999, AT 11:59
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

2819387 8100M

991266467

AUTHENTICATION:

9843224

DATE:

07-01-99

TRADEMARK
REEL: 002109 FRAME: 0417

CERTIFICATE OF OWNERSHIP AND MERGER

OF

TRIANGLE AUTO SPRING CO.
a Delaware corporation

INTO

LELAND PARTS, INC.
a Delaware corporation

It is hereby certified that:

1. TRIANGLE AUTO SPRING CO. (hereinafter called the "Corporation") is a corporation of the State of Delaware.
2. The Corporation, as the owner of all of the outstanding shares of the stock of LELAND PARTS, INC. (hereinafter called "LELAND"), hereby merges itself into LELAND, a corporation of the State of Delaware.
3. The following is a copy of the resolutions adopted on the 23rd day of June, 1999, by the Board of Directors of the Corporation to merge the Corporation into LELAND:

RESOLVED, that this Corporation be merged into LELAND pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of this Corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and LELAND will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED, that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers and franchises of this Corporation shall become vested in and be held by LELAND as fully and entirely and without change or diminution as the same were before held and enjoyed by this Corporation, and LELAND shall assume all of the obligations of this Corporation.

(b) Each share of common stock, \$1.00 par value, of this Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, \$1.00 par value, of LELAND, and, from and after the effective time of the merger, the holders of all said issued and outstanding shares of common stock of this Corporation shall automatically be and become holders of shares of LELAND upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this Corporation may surrender the same to LELAND at its office at Maloney Road, DuBois, Pennsylvania, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of LELAND. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of LELAND.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-laws of LELAND shall be the Certificate of Incorporation and the By-laws of LELAND as in effect immediately prior to such effective time, except that Article First of the Certificate of Incorporation, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The name of the corporation is: TRIANGLE AUTO SPRING CO."

and said Certificate of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(e) The members of the Board of Directors and officers of LELAND after the effective time of the merger shall be those persons who were members of the Board of Directors and the corresponding officers of LELAND immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of this Corporation and of LELAND shall be entered on the books of LELAND at the amounts at which they shall be carried at such time on the respective books of this Corporation and of LELAND, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of LELAND, in accordance with generally accepted accounting principles, the capital and surplus of LELAND shall be equal to the capital and surplus of this Corporation and of LELAND.

TRADEMARK

REEL: 002109 FRAME: 0419

4. The proposed merger herein certified has been approved in writing by the sole stockholder of all of the outstanding stock of this Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

5. The effective time of the Certificate of Ownership and Merger, and the time when the merger therein certified shall become effective, shall be June 30, 1999, at 11:59 P.M.

IN WITNESS WHEREOF, TRIANGLE AUTO SPRING CO. has caused this Certificate of Ownership and Merger to be executed by its officer thereunder duly authorized this 23rd day of June, 1999.

TRIANGLE AUTO SPRING CO.

By: 
Vice President R. C. Gluth

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