

11-09-2000

**KOLISCH
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McCORMACK
& HEUSER**



101511772

A Professional Corporation

PATENT, TRADEMARK
& COPYRIGHT ATTORNEYS

October 24, 2000

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**Assistant Commissioner for Patents and Trademarks
Box ASSIGNMENT
Washington, D.C. 20231**

Sir:

**RECORDATION FORM
COVER SHEET - TRADEMARKS ONLY**

MRD
10/30/00

Enclosed for recordation in the records of the U.S. Patent and
Trademark Office is a copy of a document with particulars as follows:

(1) Previous name of company:

The Coast Distribution System
(a California corporation)

(2) Current name and address of company:

The Coast Distribution System, Inc.
(a Delaware corporation)
P. O. Box 1449
Morgan Hill, California 95038-1449

(3) The nature of the conveyance is a Certificate of
Agreement of Merger adopted on April 29, 1998. The Certificate of

Agreement of Merger was filed with the state of Delaware, Office of the
Secretary of State on April 30, 1998.

(4)	<u>Registration No.</u>	<u>Registration Date</u>
	1,185,279	January 12, 1982
	1,455,063	September 1, 1987
	1,456,397	September 8, 1987
	1,474,895	February 2, 1988
	1,474,896	February 2, 1988
	2,039,010	February 18, 1997
	2,047,672	March 25, 1997
	2,049,017	April 1, 1997
	2,057,166	April 29, 1997
	2,063,053	May 20, 1997
	2,090,228	August 19, 1997
	2,104,939	October 14, 1997
	2,109,913	October 28, 1997
	2,111,362	November 4, 1997
	2,113,490	November 18, 1997
	2,114,728	November 18, 1997
	2,123,247	December 23, 1997
	2,128,162	January 13, 1998
	2,141,868	March 10, 1998
	2,188,199	September 8, 1998
	2,191,229	September 22, 1998
	2,211,858	December 15, 1998
	2,217,575	January 12, 1999
	2,153,052	April 21, 1998
	2,243,513	May 4, 1999

<u>Application No.</u>	<u>Filing Date</u>
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76/098,280	July 31, 2000
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(5) Any and all correspondence concerning this document

should be addressed and mailed to the following:

Walter W. Karnstein, Esq.
Kolisch, Hartwell, Dickinson, McCormack & Heuser
520 S.W. Yamhill Street, Suite 200
Portland, Oregon 97204

(6) The total number of trademark registrations involved in this conveyance is twenty-six.

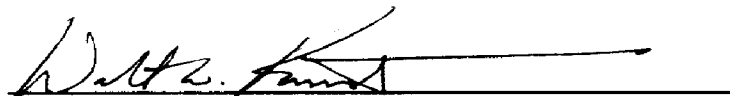
(7) Our check in the amount of \$665.00 to cover the recordation fee is enclosed, in accordance with 37 C.F.R. § 3.41.

(8) Please charge our Deposit Account No. 11-1540 for any additional fees which may be required.

(9) 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.

Respectfully submitted,

KOLISCH, HARTWELL, DICKINSON,
McCORMACK & HEUSER



Walter W. Karnstein
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TOTAL NUMBER OF PAGES
COMPRISING COVER SHEET: (11)

State of Delaware

Office of the Secretary of State PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:

"THE COAST DISTRIBUTION SYSTEM", A CALIFORNIA CORPORATION, WITH AND INTO "THE COAST DISTRIBUTION SYSTEM, INC." UNDER THE NAME OF "THE COAST DISTRIBUTION SYSTEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2759093 8100M

981230911

AUTHENTICATION: 9139485

DATE: 06-16-98

TRADEMARK
REEL: 002170 FRAME: 0551

AGREEMENT AND PLAN OF MERGER
OF
THE COAST DISTRIBUTION SYSTEM, INC., A DELAWARE CORPORATION,
AND
THE COAST DISTRIBUTION SYSTEM, A CALIFORNIA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated as of April 29, 1998 ("Merger Agreement") is entered into by and between The Coast Distribution System, a California corporation ("Coast California"), and The Coast Distribution System, Inc., a Delaware corporation ("Coast Delaware"), which corporations are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Coast California is a corporation duly organized and existing under the laws of the State of California and has authorized capital of 10,000,000 shares of Common Stock, no par value (the "Coast California Common Stock"). As of April 29, 1998, 5,279,854 shares of Coast California Common Stock were issued and outstanding.

B. Coast Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital of 20,000,000 shares of Common Stock, par value \$.001 per share (the "Coast Delaware Common Stock"), and 5,000,000 shares of Preferred Stock, par value \$.001 per share. As of April 29, 1998, 100 shares of Coast Delaware Common Stock were issued and outstanding, all of which were held by Coast California. No shares of Preferred Stock were issued and outstanding.

C. The Board of Directors of Coast California has determined that it is advisable and in the best interests of Coast California and its shareholders that Coast California merge with and into Coast Delaware upon the terms and subject to the conditions of this Merger Agreement for the purpose of effecting the reincorporation of Coast California in the State of Delaware.

D. The respective Boards of Directors of Coast California and Coast Delaware have adopted and approved the terms and conditions of this Merger Agreement.

E. The parties intend by this Merger Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the promises and the mutual covenants and agreements contained herein, the parties hereto agree, subject to the terms and conditions set forth herein, as follows:

I.
MERGER

1.1 *Merger.* In accordance with the provisions of this Merger Agreement, the California General Corporation Law and the Delaware General Corporation Law, Coast California shall be merged with and into Coast Delaware (the "Merger"), the separate existence of Coast California shall cease and Coast Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "The Coast Distribution System, Inc."

1.2 *Filing and Effectiveness.* The Merger shall become effective when the following actions have been completed:

(a) All of the conditions precedent to the consummation of the Merger specified in this Merger Agreement and required under the California General Corporation Law and the Delaware General Corporation Law have been satisfied or duly waived by the party entitled to satisfaction thereof;

(b) An executed Certificate of Merger or an executed counterpart of this Merger Agreement meeting the requirements of the California General Corporation Law has been filed with the Secretary of State of the State of California; and

(c) An executed Certificate of Merger or an executed counterpart of this Merger Agreement meeting the requirements of the Delaware General Corporation Law has been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective is herein called the "Effective Time of the Merger."

1.3 *Effect of the Merger.* At the Effective Time of the Merger, the separate existence and corporate organization of Coast California shall cease and Coast Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately before the Effective Time of the Merger, (ii) shall be subject to all actions previously taken by it and Coast California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Coast California in the manner more fully set forth in Section 259(a) of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately before the Effective Time of the Merger and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Coast California in the same manner as if Coast Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 *Certificate of Incorporation.* The Certificate of Incorporation of Coast Delaware as in effect immediately before the Effective Time of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended or repealed in accordance with the provisions thereof and applicable law.

2.2 *Bylaws.* The Bylaws of Coast Delaware as in effect immediately before the Effective Time of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended or repealed in accordance with the provisions thereof and applicable law.

2.3 *Officers and Directors.* The persons who are officers and directors of Coast California immediately prior to the Effective Time of the Merger shall, after the Effective Time of the Merger, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation, Bylaws and applicable law; provided, however, that

Brian P. Friedman and Robert S. Throop shall serve as Class I directors of Coast Delaware, with their term of office to expire at the 1998 Annual Meeting of Stockholders of Coast Delaware, Louis J. Sullivan and John E. Turco shall serve as Class II directors of Coast Delaware, with their term of office to expire at the 1999 Annual Meeting of Stockholders of Coast Delaware, and Thomas R. McGuire and Ben A. Frydman shall serve as Class III directors of Coast Delaware, with their term of office to expire at the 2000 Annual Meeting of Stockholders of Coast Delaware.

III. MANNER OF CONVERSION OF STOCK

3.1 *Coast California Shares.* Upon the Effective Time of the Merger, each share of Coast California Common Stock, no par value, issued and outstanding immediately before the Effective Time of the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, by the holder of such shares or by any other person, be converted into and become one fully paid and nonassessable share of Common Stock, \$.001 par value per share, of the Surviving Corporation.

3.2 *Coast California Options, Warrants and Convertible Securities.* At the Effective Time of the Merger, the Surviving Corporation shall assume and continue the stock option and stock purchase plans of Coast California (including the 1983 Incentive Stock Option Plan, the 1987 Non-Qualified Option Plan, the 1993 Stock Option Plan, the 1987 Employee Stock Purchase Plan and the 1997 Employee Stock Purchase Plan), and all other options, warrants and rights to purchase or acquire shares of Coast California Common Stock. At the Effective Time of the Merger, each outstanding and unexercised option, warrant and right to purchase or acquire shares of Coast California Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an option, warrant or right to purchase or acquire shares of the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of Coast California Common Stock issuable pursuant to any such option, warrant or right, and under the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such Coast California option, warrant or right.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, warrants and other securities equal to the number of shares of Coast California Common Stock so reserved immediately before the Effective Time of the Merger.

3.3 *Coast Delaware Common Stock.* Upon the Effective Time of the Merger, each share of Coast Delaware Common Stock, \$.001 par value per share, issued and outstanding immediately before the Effective Time of the Merger shall, by virtue of the Merger and without any action by Coast Delaware, by the holder of such shares or by any other person, be canceled and returned to the status of authorized but unissued shares.

3.4 *Exchange of Certificates.* After the Effective Time of the Merger, each holder of an outstanding certificate representing shares of Coast California Common Stock may, at such shareholder's option, surrender the same for cancellation to U.S. Stock Transfer Corporation, as transfer agent (the "Transfer Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate therefor representing shares of Coast California Common Stock shall be deemed for all purposes to

represent the number of whole shares of the Surviving Corporation's Common Stock into which the shares of Coast California Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Transfer Agent of any such outstanding certificate shall, until such certificate has been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Transfer Agent, have and be entitled to exercise any voting or other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to restrictions on transferability as the certificates of Coast California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

IV. GENERAL

5.1 *Covenants of Coast Delaware.* Coast Delaware covenants and agrees that it will, on or before the Effective Time of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and, in connection therewith, appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

(b) Take such other actions as may be required by the California General Corporation Law in or to effectuate the Merger.

5.2 *Further Assurances.* From time to time, as and when required by Coast Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Coast California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Coast Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Coast California and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Coast Delaware are fully authorized in the name and on behalf of Coast California or otherwise to take all such actions and to execute and deliver all such deeds and other instruments.

5.3 *Deferral.* Consummation of the Merger may be deferred by the Board of Directors of Coast California for a reasonable period of time if the Board of Directors determines that deferral would be in the best interests of Coast California and its shareholders.

5.4 *Amendment.* The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Merger Agreement in such manner as may be agreed upon by them in writing at any time before or after approval of this Merger Agreement by the shareholders of Coast California and Coast Delaware, but not later than the Effective Time of the Merger, provided, however, that no such amendment, modification or supplement not approved by the shareholders of Coast

California and Coast Delaware shall adversely affect the rights of such shareholders or change any of the principal terms of this Merger Agreement.

5.5 *Abandonment.* At any time before the Effective Time of the Merger, this Merger Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Coast California or of Coast Delaware, or of both, notwithstanding the approval of this Merger Agreement by the shareholders of Coast California or Coast Delaware, or by both, if circumstances arise which make the Merger inadvisable. In the event of abandonment of this Merger Agreement, as above provided, this Merger Agreement shall become wholly void and of no effect, and no liability on the part of the Board of Directors or shareholders of Coast California or Coast Delaware shall arise by virtue of such termination.

5.6 *Expenses.* If the Merger becomes effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not theretofore paid by the respective parties. If for any reason the Merger shall not become effective, Coast California shall pay all expenses incurred in connection with all the proceedings taken in respect of this Merger Agreement or relating thereto.

5.7 *Registered Office.* The registered office of the Surviving Corporation in the State of Delaware is located at 1013 Centre Road, Wilmington, Delaware 19805, and Corporation Service Company is the registered agent of the Surviving Corporation at such address.

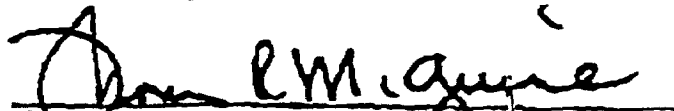
5.8 *Agreement.* An executed copy of this Merger Agreement will be on file at the principal place of business of the Surviving Corporation at 1982 Zanker Road, San Jose, California 95112, and, upon request and without cost, a copy thereof will be furnished to any shareholder.

5.9 *Governing Law.* This Merger Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the Merger provisions of the California General Corporation Law.


5.10 *Counterparts.* This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Coast California and Coast Delaware have caused this Merger Agreement to be signed by their respective duly authorized officers.

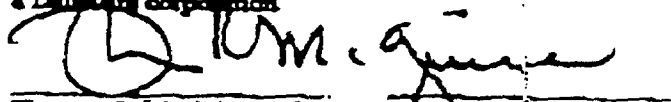
THE COAST DISTRIBUTION SYSTEM,
a California corporation


Thomas K. McGuire, Chief Executive Officer

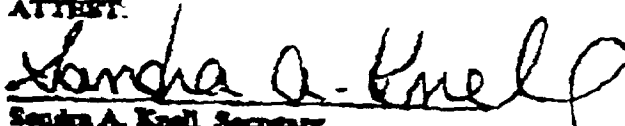
ATTEST:


Sandra A. Knell, Secretary

THE COAST DISTRIBUTION SYSTEM, INC.,
a Delaware corporation


Thomas K. McGuire, Chief Executive Officer

ATTEST:


Sandra A. Knell, Secretary

**CERTIFICATE OF ASSISTANT SECRETARY
OF
THE COAST DISTRIBUTION SYSTEM, INC.**

The undersigned, being the Assistant Secretary of The Coast Distribution System, Inc., does hereby certify that the foregoing Agreement and Plan of Merger was submitted to the stockholders of said corporation entitled to vote, at the annual meeting thereof for the purpose of acting on the Agreement and Plan of Merger. At said meeting, the Agreement and Plan of Merger was considered by the stockholders of the corporation entitled to vote, and a vote having been taken for the adoption or rejection by them of the Agreement and Plan of Merger, at least a majority of the outstanding stock of the corporation entitled to vote, voted for the adoption of the Agreement and Plan of Merger.

Dated: April 30, 1998


Ben A. Frydman, Assistant Secretary

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2/2 P. 0158

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