

MRD 12-19-00

RECORD 1
TRA

01-11-2001



101579579

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

HAC Group, LLC

- Individual(s)
- General Partnership
- Corporation
- Other Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: May 19, 2000

2. Name and address of receiving party(ies):

Pluto Acquisition Corporation
with the name of the surviving corporation being
Reynolds Transformation Services, Inc.
115 South Ludlow Street
Dayton, Ohio 45402

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Delaware
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): **SEE SCHEDULE A**

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Harriet E. Perkins, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 5352-155

6. Total number of applications and registrations involved:

30

7. Total fee (37 CFR 3.41)

\$765.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

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.

HARRIET E. PERKINS

Name of Person Signing

Signature

12 December 2000

Date

Total number of pages including cover sheet, attachments and document: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

SCHEDULE A

UNITED STATES SERVICE MARK REGISTRATIONS

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1,231,384	HALF A CAR and Design	March 15, 1983
1,269,451	TRADE TIME	March 6, 1984
1,425,897	NEW 2 YOU	January 20, 1987
1,425,898	NEW 2	January 20, 1987
1,475,350	EVERY 2 RENEW	February 2, 1988
1,740,245	RENEW EVERY TWO	December 15, 1992
1,740,315	DRIVE NEW EVERY TWO	December 15, 1992
1,900,126	PLANNED TRADING CYCLE	June 13, 1995
1,914,277	JOY OF NEW	August 22, 1995
1,944,437	RESALE CLUB	December 26, 1995
1,961,168	MANUFACTURED USED CAR	March 5, 1996
1,969,630	USED CAR FACTORY	April 23, 1996
2,021,800	THE HUDDLE	December 10, 1996
2,033,138	NO 2 WAYS ABOUT IT	January 21, 1997
2,033,139	NO TWO WAYS ABOUT IT	January 21, 1997
2,054,312	GAIM PLAN and Design	April 22, 1997
2,055,659	HALF A CAR and Design	April 22, 1997

SCHEDULE A

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
2,063,421	CHANGE CARS BEFORE YOU CHANGE TIRES	May 20, 1997
2,065,663	HAC GROUP and Flame Design	May 27, 1997
2,088,113	THE HISTORY IS NO MYSTERY	August 12, 1997
2,101,761	PROGRAM PLUS	September 30, 1997
2,113,395	M.A.S.T.E.R. PLAN	November 18, 1997
2,116,505	HAC GROUP and Design	November 25, 1997
2,132,973	DRIVE MORE CAR MORE OFTEN FOR LESS MONEY	January 27, 1998
2,164,283	DRIVE MORE VEHICLE MORE OFTEN FOR LESS MONEY	June 9, 1998
2,167,887	SEASON TICKET TO A VEHICLE	June 23, 1998
2,200,768	FAIR PRICE	October 27, 1998
2,261,320	TRADE CYCLE TECHNOLOGY	July 13, 1999
2,269,612	THE TWO YEAR SEA TRIAL	August 10, 1999
2,340,485	BENCHMARK PRICING	April 11, 2000

CERTIFICATE OF MERGER

OF

HAC GROUP, LLC

INTO

PLUTO ACQUISITION CORP.

(Under Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264 of the General Corporation Law of the State of Delaware)

The undersigned surviving corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name and state of incorporation or organization of each of the constituent limited liability companies or corporations to the merger is:

- (a) HAC Group, LLC ("HAC"), a Delaware limited liability company; and
- (b) Pluto Acquisition Corp. ("Pluto Acquisition"), a Delaware corporation.

SECOND: An Agreement and Plan of Merger, dated as of April 17, 2000 (the "Merger Agreement"), among The Reynolds and Reynolds Company, Pluto Acquisition, HAC, the members of HAC, Eustace Mita, as Members' Representative, and the shareholders of certain members of HAC has been approved, adopted, certified, executed and acknowledged by each of HAC and Pluto Acquisition in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Pluto Acquisition Corp.

FOURTH: The Certificate of Incorporation of Pluto Acquisition shall be the certificate of incorporation of the surviving corporation and Article I of such certificate of incorporation shall be amended to read in its entirety as follows:

"ARTICLE I

Name

The name of the corporation is Reynolds Transformation Services, Inc. (the "Corporation")."

FIFTH: The merger shall become effective at 4:31 p.m. eastern time on May 19, 2000.

FIFTH: The Merger Agreement is on file at the principal place of business of the surviving corporation. The principal place of business of the surviving corporation is: 115 South Ludlow Street, Dayton, Ohio 45402.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any member, stockholder or other person holding an interest in either HAC or Pluto Acquisition.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on behalf of the surviving corporation to the merger by a duly authorized officer on the 19th day of May, 2000.

PLUTO ACQUISITION CORP.

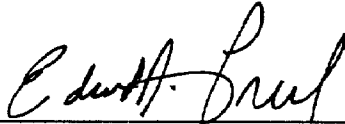
By: *Debra M. Vender*
Name: *Debra M. Vender*
Title: *Asst. Sec.*

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 MERGER, WHICH MERGES:

"HAC GROUP, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "PLUTO ACQUISITION CORP." UNDER THE NAME OF
"REYNOLDS TRANSFORMATION SERVICES, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MAY,
A.D. 2000, AT 3 O'CLOCK P.M.





Edward J. Freel, Secretary of State

3106142 8100M

AUTHENTICATION: 0482983

001288943

DATE: 06-07-00

RECORDED: 12/19/2000

TRADEMARK
REEL: 002210 FRAME: 0140