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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissione



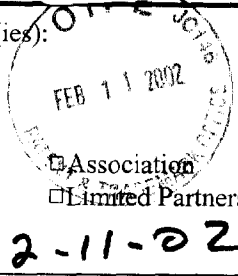
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d the attached original documents or copy thereof.
Washington, DC 20231

1. Name of conveying party(ies):
ServiceCraft, LLC

Individual(s)
 General Partnership
 Corporation - California
 Other _____

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



2. Name and address of receiving party(ies):
Name: ADS Logistics, LLC

Internal Address: 935 West 175th Street
Homewood, Illinois 60430-2028

City State ZIP

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware Limited Liability Company

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) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 31, 2001

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

A. Trademark Application No.(s) _____

B. Trademark registration No.(s) 2,393,454

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
 1155 Avenue of the Americas
 New York, NY 10036

Attn.: Jennifer A. Hamilton

File No.: 010148-0010-999

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

DO NOT USE THIS SPACE

9. 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.

Jennifer A. Hamilton Reg. No. _____ Signature _____ Date February 11, 2002

Total number of pages comprising cover sheet: _____

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made as of December 31, 2001 by and among ADS Logistics, LLC, a Delaware limited liability company ("Logistics"), Area Transportation Company, an Illinois corporation ("ATC"), Freight Connections International, Ltd., an Illinois corporation ("FCI"), Independent Contractor Services, Inc., an Illinois corporation ("ICS"), Roll & Hold Warehousing & Distribution Corp., an Illinois corporation ("R&H"), and Western Intermodal Services, Ltd., an Illinois corporation ("WISL") (ATC, FCI, ICS, R&H and WISL collectively, the "Corporate Subsidiaries"). Logistics, ATC, FCI, ICS, R&H and WISL are each a wholly-owned subsidiary of Alternative Distribution Systems, Inc., a Delaware corporation ("ADS").

RECITAL

The Board of Managers of Logistics and the Board of Directors of the Corporate Subsidiaries and ADS have determined that it is advisable for the Corporate Subsidiaries to merge with and into Logistics.

AGREEMENT

The parties therefore agree as follows:

1. The Merger. At the Effective Time (as defined in Section 3 hereof), in accordance with this Agreement, the Limited Liability Company Act of the State of Delaware (the "DLLCA"), and the Business Corporation Act of 1983 of the State of Illinois (the "BCA"), the Corporate Subsidiaries shall merge with and into Logistics (the "Merger"), the separate corporate existence of each of the Corporate Subsidiaries shall cease and Logistics shall continue as the surviving company. Logistics, in its capacity as the company surviving the Merger, is sometimes referred to herein as the "Surviving Company," and Logistics and the Corporate Subsidiaries are sometimes referred to collectively herein as the "Constituent Companies."

2. Effect of the Merger. Immediately following the Merger, the Surviving Company shall (a) possess all the rights, privileges, immunities and franchises, both public and private, of the Constituent Companies, (b) be vested with all property, whether real, personal or mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest belonging to or due to each of the Constituent Companies and (c) be responsible and liable for all the obligations and liabilities of each of the Constituent Companies, all with the effect set forth in the DLLCA and the BCA.

3. Consummation of the Merger. As soon as is practicable after the date hereof, the parties hereto (a) will cause to be filed with (i) the Secretary of State of the State of Delaware such certificate of merger or other appropriate documents executed in accordance with the relevant provisions of the DLLCA, and (ii) the Secretary of State of the State of Illinois such articles of merger or other appropriate documents executed in accordance with the relevant provisions of the BCA, and (b) will make all other filings, recordings or publications required by the DLLCA and BCA in connection with the Merger. The Merger shall be effective on January 11, 2002 (the "Effective Time").

4. Certificate of Formation. At the Effective Time, the Certificate of Formation of Logistics, as in effect immediately prior to the Effective Time, shall become, from and after the Effective Time, the Certificate of Formation of the Surviving Company, until thereafter amended as provided therein and in accordance with the DLLCA.

5. Operating Agreement. The Operating Agreement of Logistics, as in effect immediately prior to the Effective Time, shall become, from and after the Effective Time, the Operating Agreement of the Surviving Company, until thereafter amended as provided therein and in accordance with the DLLCA.

6. Conversion of Shares. As of the Effective Time, by virtue of the Merger and without any action on the part of Logistics or the Corporate Subsidiaries or their respective equity holders, the manner and basis of converting all of the shares of capital stock of the Corporate Subsidiaries and the membership interests of Logistics shall be as follows:

(a) all of the shares of common stock of each of the Corporate Subsidiaries issued and outstanding immediately prior to the Effective Time shall automatically be cancelled or retired and shall cease to exist, without any consideration delivered in exchange thereof, and

(b) each issued and outstanding membership interest in Logistics shall be converted into and become one fully paid and non-assessable membership interest of the Surviving Company.

All of the issued and outstanding shares of capital stock of each of ATC, FCI, ICS, R&H and WISL are owned by ADS.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Logistics and each of the Corporate Subsidiaries have caused this Agreement to be executed as of the date first above written by their respective duly authorized officers.

ADS LOGISTICS, LLC, a Delaware limited liability company

By: Krista M Hatcher
Its: Manager

AREA TRANSPORTATION COMPANY,
an Illinois corporation

By: Krista M Hatcher
Its: Vice President and Assistant Secretary

FREIGHT CONNECTIONS
INTERNATIONAL, LTD., an Illinois corporation

By: Krista M Hatcher
Its: Vice President and Assistant Secretary

INDEPENDENT CONTRACTOR
SERVICES, INC., an Illinois corporation

By: Krista M Hatcher
Its: Vice President and Assistant Secretary

ROLL & HOLD WAREHOUSING &
DISTRIBUTION CORP., an Illinois corporation

By: Krista M Hatcher
Its: Vice President and Assistant Secretary

WESTERN INTERMODAL SERVICES,
LTD.,

an Illinois corporation
By: Krista M Hatcher
Its: Vice President and Assistant Secretary



Schedule A

TRADEMARK SCHEDULE

| <u>Country</u> | <u>Owner</u> | <u>Trademark</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|-----------------------|--------------------------|-------------------------|------------------------|-------------------------|
| United States | ServiceCraft Corporation | S.C.O.R.E. | 2,393,454 | Oct. 10, 2000 |

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RECORDED: 02/11/2002

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