

03-01-2002

DPP:mgp 1/30/02 450-09871

FORM PTO-1595
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101998741

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):
Freightliner Corporation

Individual(s) Association
 General partnership Limited Partnership
 Corporation- Delaware
 Other

Additional name(s) of conveying party(ies) attached? YES NO

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

Name: Freightliner LLC

Internal Address: _____

Street Address: 4747 N. Channel Avenue

City Portland State OR ZIP 97208

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____

02-07-2002
U.S. Patent & TMO/TM Mail Ropt Dt. #66

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 Conversion from Freightliner Corporation to a Delaware Limited Liability Company, changing its name to Freightliner LLC

Execution Date: April 25, 2000

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

A. Trademark Application No.(s)
see Exhibit A

B. Trademark Registration No.(s)
see Exhibit B

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 54

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

Name: David P. Petersen

Klarquist Sparkman, LLP

Internal Address: _____

One World Trade Center, Suite 1600

Street Address: _____

121 S.W. Salmon Street

City: Portland State: Oregon ZIP: 97204-2988

7. Total fee (37 C.F.R. § 3.41): \$1,365.00

Enclosed
 Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.

8. Deposit account number: 02-4550

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.

David P. Petersen, Esq. David P. Petersen 2/04/02

Name of Person Signing Signature Date

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

03/01/2002 TBIAZI 00000045 75236167
 01 FC:481 40.00 DP
 02 FC:482 1325.00 DP

TRADEMARK
REEL: 002448 FRAME: 0650

EXHIBIT A

Applications

Mark	Serial No.
FREIGHTLINER SERVICEPOINT	75/236,167
QUICK SPEC	75/346,506
FREIGHTLINER SPORTCHASSIS	75/597,457
SMARTSHIFT	75/607,809
TRUCK PRODUCTIVITY COMPUTER	75/687,811
A & Design	75/713,404
ALLIANCE	75/713,407
COLUMBIA	75/713,438
THE TRUCK STOPS HERE	75/801,924
EZYRIDER	76/009,237
FREIGHTLINER SPRINTER	76/044,049

EXHIBIT B

Registrations

Mark	Registration No.
FREIGHTLINER	583,277
FREIGHTLINER	823,602
FREIGHTLINER	1,073,332
THE EFFICIENT MACHINE	1,146,339
FREIGHTLINER	1,165,403
THE PARTS EXPRESS	1,186,145
SPECPRO	1,464,377
FREIGHTLINER & Design	1,485,203
FLEET ASSISTANT	1,494,974
PROFITPRO	1,631,460
PARTSPRO	1,633,048
FREIGHTLINER	1,642,692
FLEETPACK	1,712,073
QUALITY SERVICE PLUS	1,874,280
EQUIFLO	1,896,915
SERVICEPRO	1,897,973
BUSINESS CLASS	1,953,453
AIRLINER PLUS	1,987,532
FREIGHTLINER CENTURY CLASS	2,034,349
ALL PRO	2,035,918
FREIGHTLINER SERVICELINK	2,059,949
SELECTRUCKS	2,131,256
SELECTRUCKS FREIGHTLINER	2,131,257
SELECTRUCKS FREIGHTLINER & Design	2,133,320
PARTSLINK	2,140,115
SECURITY CONNECTION	2,192,741
CUSTOMERLINK	2,219,255
STERLING	2,282,569
LOCATORPRO	2,289,597
S & Design	2,296,692
TUFTRAC	2,324,864
QUICKCLAIM	2,335,993
ARGOSY	2,344,051
SERVICELIT	2,373,118
A & DESIGN	2,366,721
SILVER STAR	2,435,546
S SPORT CHASSIS WORKS & Design	2,359,266
SHOP MASTER	2,390,601
QUICKFLEET	2,488,347
ACTERRA	2,460,265
FREIGHTLINER SERVICEPOINT	2,484,398
CONDOR	2,495,070
OUR WHEELS ARE ALWAYS TURNING	2,421,552

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "FREIGHTLINER CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "FREIGHTLINER CORPORATION" TO "FREIGHTLINER LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF APRIL, A.D. 2000.



0912343 8100V

001483405

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0711972

DATE: 10-03-00

TRADEMARK
REEL: 002448 FRAME: 0653

**CERTIFICATE OF CONVERSION
TO
LIMITED LIABILITY COMPANY
FREIGHTLINER CORPORATION TO FREIGHTLINER LLC**

Freightliner Corporation, a Delaware corporation, files this Certificate of Conversion to Limited Liability Company ("this Certificate of Conversion") and hereby certifies the following:

1. The converting entity is Freightliner Corporation (the "Corporation"), which was originally incorporated in Delaware on April 14, 1981 by the filing of a Certificate of Incorporation with the Secretary of State of Delaware under the name of Freightliner Acquisition Corp. Such name was amended to Freightliner Corporation by a Certificate of Amendment to Certificate of Incorporation of Freightliner Acquisition Corp. filed December 21, 1981 with the Secretary of State of Delaware.

2. The name of the converting entity immediately prior to the filing of this Certificate of Conversion is Freightliner Corporation.

3. The name of the limited liability company into which the Corporation shall be converted is Freightliner LLC, as set forth in the Certificate of Formation of Freightliner LLC filed in accordance with the Delaware Limited Liability Company Act, as amended.

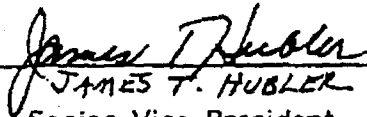
4. The conversion of the Corporation to Freightliner LLC (the "Conversion") has been approved by the Board of Directors and the sole shareholder of the Corporation in accordance with the provisions of §266 of the Delaware General Corporation Law.

5. The Conversion shall be effective as of 11:59 pm on Sunday, April 30, 2000.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Conversion to Limited Liability Company on behalf of the Corporation as of this 31 day of March, 2000.

FREIGHTLINER CORPORATION

By


JAMES T. HUBLER

Title Senior Vice President

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FREIGHTLINER LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF APRIL, A.D. 2000.



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

Edward J. Freel, Secretary of State

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001483405

AUTHENTICATION: 0711972

DATE: 10-03-00

TRADEMARK

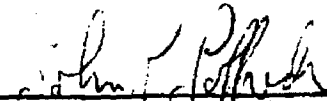
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**CERTIFICATE OF FORMATION
OF
FREIGHTLINER LLC
A Delaware Limited Liability Company**

1. The name of the limited liability company (the "Company") is Freightliner LLC.
2. The address of the Company's registered office in the State of Delaware, County of New Castle, is 1209 Orange Street, Wilmington, Delaware 19801 and the name of its registered agent at such address is The Corporation Trust Company.
3. The Company shall have perpetual existence.
4. The filing of this Certificate of Formation shall be effective as of 11:59 pm on Sunday, April 30, 2000 upon the conversion of Freightliner Corporation into the Company effected by the filing with the Secretary of State of Delaware of a Certificate of Conversion and this Certificate of Formation (the "Conversion").
5. It is intended that the Conversion effect a complete liquidation of Freightliner Corporation within the meaning of Sections 332, 334(b)(1) and 337 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of applicable state laws pursuant to a plan of complete liquidation duly adopted by the undersigned sole shareholder of Freightliner Corporation.
6. It is intended that, in accordance with Treasury Regulations Section 301.7701-3 and corresponding provisions of applicable state laws (and any successor provisions), the Company be disregarded as an entity separate from its sole member for all income and franchise tax purposes.

IN WITNESS WHEREOF, the undersigned authorized person, the sole shareholder of Freightliner Corporation as of the date hereof and the sole member of Freightliner LLC effective as of the Conversion, has executed this Certificate of Formation as of this 31 day of March, 2000.

**DAIMLERCHRYSLER NORTH AMERICA
HOLDING CORPORATION**

By 
JOHN L. LOFFREDO
Title VICE-PRESIDENT

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 04/25/2000
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