

4/18/02

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

1. Name of conveying party(ies):
Movcline, Inc.

Individual Association
 General Partnership Limited Partnership
 Corporation-State Delaware Other -

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: December 31, 2001

2. Name and Address of receiving party(ies):
 Name: Navco Holdings 2001 LLC
 Internal Address: Internal Address
 Street Address: 5001 U.S. Highway 30 West, PO Box 988
 City: Fort Wayne State: IN Zip: 46801 Country: USA

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
 See Attached Exhibit A

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Elisabeth A. Evert, Esq.
 Internal Address: Sidley Austin Brown & Wood
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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.

Elisabeth A. Evert
 Name of Person Signing

Signature

April 18, 2002
 Date

Total number of pages comprising cover sheet 5

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 Assignment
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

05/02/2002 TDIAZ1 00000115 181260 76074188
01 FC:481 40.00 CH
02 FC:482 225.00 CH

EXHIBIT A

U.S. Serial No. 76/074,188 for the mark **MOVELINE** filed June 20, 2000

U.S. Serial No. 76/084,049 for the mark **MOVELINE & DESIGN** filed July 6, 2000

U.S. Serial No. 76/074,185 for the mark **MOVE OUR BUSINESS** filed June 20, 2000

U.S. Serial No. 76/083,575 for the mark **MOVE OUR BUSINESS & DESIGN** filed July 6, 2000

U.S. Serial No. 76/074,920 for the mark **MOVE OUR HOME** filed June 20, 2000

U.S. Serial No. 76/083,576 for the mark **MOVE OUR HOME & DESIGN** filed July 6, 2000

U.S. Serial No. 76/074,922 for the mark **BEHIND THE WHEEL** filed June 20, 2000

U.S. Serial No. 76/091,398 for the mark **BEHIND THE WHEEL & DESIGN** filed July 17, 2000

U.S. Serial No. 76/074,190 for the mark **AGENTASP (stylized)** filed June 20, 2000

U.S. Serial No. 76/074,176 for the mark **MOVE OUR OFFICE** filed June 20, 2000

Delaware

PAGE 1

The First State

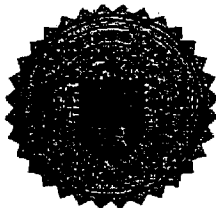
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"NAVCO HOLDINGS 2001 LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ALLIED VAN LINES, INC." UNDER THE NAME OF "ALLIED VAN LINES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1530939

DATE: 12-28-01

TRADEMARK
REEL: 002498 FRAME: 0007

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, is entered into as of December 18, 2001 (the "Agreement"), between Allied Van Lines, Inc., a Delaware corporation ("AVL") and NAVCO Holdings 2001 LLC, a Delaware limited liability company and wholly-owned subsidiary of AVL ("NAVCO").

RECITALS

A. Pursuant to that certain Agreement and Plan of Merger, entered into as of November 15, 2001 among Allied Worldwide, Inc., a Delaware corporation ("AWW"), North American Van Lines, Inc., a Delaware corporation and wholly-owned subsidiary of AWW ("NAVL"), and Moveline, Inc., a Delaware corporation ("Moveline"), Moveline merged with and into NAVCO, which, at the time was a wholly-owned subsidiary of NAVL (the "Moveline Merger").

B. Immediately following the time at which the Moveline Merger became effective, NAVL will contribute NAVCO to AVL, pursuant to that certain Bill of Contribution to be entered into as of December 31, 2001, between NAVL and AVL.

C. The Board of Directors of AVL deems it advisable and in the best interests of AVL and NAVCO that NAVCO merge with and into AVL (the "Merger"), pursuant to which transaction all limited liability company interests in NAVCO will be cancelled, under the terms and conditions of this Agreement and the applicable provisions of the laws of the State of Delaware.

D. This Agreement and the Merger shall be submitted to the sole member of NAVCO for approval in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA").

NOW, THEREFORE, the parties agree as follows:

Section 1. The Merger.

(a) The Merger. At the Effective Time (as defined below), NAVCO shall be merged with and into AVL and the separate existence of NAVCO shall cease. AVL shall be the surviving corporation (the "Surviving Corporation") and shall continue its existence as a corporation under the laws of the State of Delaware.

(b) Effects of the Merger. The Merger shall become effective on December 31, 2001 at 5:00 p.m. Eastern Standard Time (the "Effective Time"). Prior to the Effective Time, this Agreement shall have been filed with the Secretary of State of Delaware in accordance with Section 264 of the Delaware General Corporation Law (the "DGCL") and Section 18-209 of the DLLCA. The name of the Surviving Corporation shall be the name of AVL. The Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of NAVCO, and shall by operation of law become liable for all the debts, liabilities and duties of NAVCO to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation, as provided in the DGCL and the DLLCA. The separate corporate existence of NAVCO shall cease at the Effective Time in accordance with the provisions of the DGCL and the DLLCA.

Section 2. Cancellation of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of any of the parties hereto or any holder of such interests, all limited liability company interests of NAVCO in existence immediately prior to the Effective Time shall be canceled and cease to exist and, pursuant to the DGCL and the DLLCA, all of the assets and liabilities of NAVCO will be transferred to the Surviving Corporation.

Section 3. Certificate of Incorporation and By-Laws.

(a) Certificate of Incorporation. The Certificate of Incorporation of AVL as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

(b) By-Laws. The By-Laws of AVL as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.

Section 4. Directors and Officers. The directors and officers of AVL immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office until their respective successors are duly qualified and elected.

Section 5. Miscellaneous.

(a) Availability of Agreement. This Agreement is on file at a place of business of the surviving business entity which is located at 215 W. Diehl Road, Naperville, Illinois 60563. A copy of this Agreement will be furnished by the Surviving Corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

(b) Entire Agreement. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof.

(c) Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

(d) Governing Law. This Agreement shall be governed in all respects, including as to validity, interpretation and effect, by the internal laws of the State of Delaware, without giving effect to the conflict of laws rules thereof.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed as of date first written above.

NAVCO HOLDINGS 2001 LLC

By: /s/ Robert J. Henry
Name: Robert J. Henry
Title: Vice President and Secretary

ALLIED VAN LINES, INC.

By: /s/ Robert J. Henry
Name: Robert J. Henry
Title: Vice President and Secretary

CERTIFICATE OF ASSISTANT SECRETARY OF

ALLIED VAN LINES, INC.,

a Delaware corporation

The undersigned, being the Assistant Secretary of Allied Van Lines, Inc., a Delaware corporation, does hereby certify that the foregoing Agreement of Merger has been adopted upon behalf of said corporation pursuant to the provisions of Subsection (f) of Section 251 of the Delaware General Corporation Law, and that, as of the date of this Certificate, the outstanding shares of said corporation were such as to render the provisions of said Subsection (f) applicable.

Executed on this 20th day of December 20, 2001.

/s/ Ralph A. Ford
Assistant Secretary of
Allied Van Lines, Inc.

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