

Entity:

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State California
 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.)

3. Nature of Conveyance:

Assignment Change of Name
 Security Agreement Merger

Other Correction to merger - Reg. No. 1,158,823
Reel/Frame 002322/0518 (Correct registration
number is 1,158,323

Execution Date: December 31, 1999

4. Application number(s) or registration number(s).
Additional sheet attached? Yes No

A. Trademark Appl. No.(s) B. Trademark Reg. No.(s)
 _____ 1,158,323

Additional numbers attached? Yes No

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

Name: James W. McKee
 Firm: Fay, Sharpe, Fagan,
Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41): \$ 40.00

Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

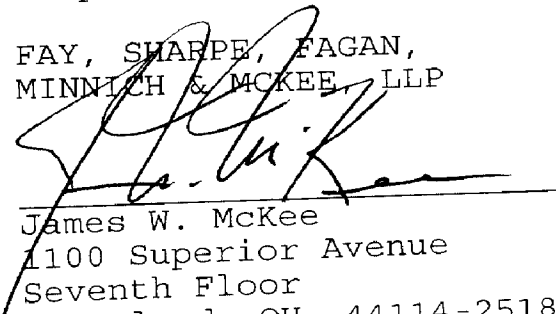
DO NOT USE THIS SPACE

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.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP



James W. McKee
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

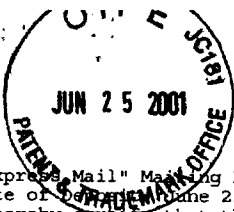
February 6, 2002
Date

Total number of pages including cover sheet, attachments, and document: 9

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on February 6, 2002.

By *K. A. Sulic*



06-26-01

D\$

"Express Mail" Mailing Label Number EL805292276US
Date of Deposit June 25, 2001
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513



Rita Sulic
Rita Sulic

6.25-01

TRADEMARKS ONLY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE REGISTRATION OF	:	Leaseway Transportation Corp.
FOR THE MARKS	:	LOGO DESIGN; and LEASEWAY TRANSPORTATION
REG. NOS.	:	1,159,387; 1,158,323
REG. DATES	:	June 30, 1981; June 23, 1981
ATTORNEY DOCKET NOS.	:	LTC 5 007; LTC 5 008
		Cleveland, Ohio 44114-2518 June 25, 2001

RECORDATION FORM COVER SHEET

Commissioner of Patents
and Trademarks
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Leaseway Transportation Corp.

Entity:

<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Association
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input checked="" type="checkbox"/> Corporation-State	<u>Delaware</u>

07/03/2001 TDIAZ1 00000034 1159387

01 FC:481
02 FC:482

40.00 DP
25.00 DP

____ Other _____

2. Name and Address of receiving Party(ies):

Name: Penske Logistics, Inc.

Internal Address: _____

Street Address: Route 10 and Pheasant Road

City: Reading

State: PA ZIP: 19607

Entity:

____ Individual(s) citizenship ____ Association

____ General Partnership ____ Limited Partnership

X Corporation-State California

____ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

____ Yes X No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

____ Assignment ____ Change of Name

____ Security Agreement X Merger

Other _____

Execution Date: December 31, 1999

4. Application number(s) or registration number(s).
Additional sheet attached? _____ Yes _____ X No

A. Trademark Appl. No.(s)

B. Trademark Reg. No.(s)

1,159,387; 1,158,823

Additional numbers attached? _____ Yes _____ X No

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

Name: James W. McKee

Firm: Fay, Sharpe, Fagan,

Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: _____ 2

7. Total fee (37 C.F.R. 3.41): \$ 65.00

X Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

_____ Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

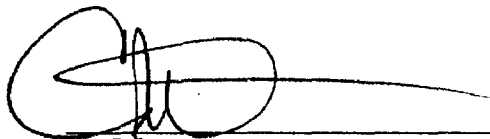
DO NOT USE THIS SPACE

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.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP



June 25, 2001

Date

Colleen F. Goss
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

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



Office of the Secretary of State

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:

"LEASEWAY TRANSPORTATION CORP.", A DELAWARE CORPORATION, WITH AND INTO "PENSKE LOGISTICS, INC." UNDER THE NAME OF "PENSKE LOGISTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3149415 8100M

991561943

AUTHENTICATION: 0166395
DATE: 12-28-99

CERTIFICATE OF MERGER
OF
LEASEWAY TRANSPORTATION CORP.
INTO
PENSKE LOGISTICS, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations to the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Leaseway Transportation Corp.	Delaware
Penske Logistics, Inc.	California

SECOND: That a Plan and Agreement of Merger among the parties to the merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the merger is PENSKE LOGISTICS, INC., a California corporation.

FOURTH: That the Articles of Incorporation of PENSKE LOGISTICS, INC., a California corporation, which is the surviving corporation, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Route 10 and Pheasant Road, Reading, Pennsylvania 19607.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That PENSKE LOGISTICS, INC., survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Michael A. Duff, Esquire, Penske Truck Leasing, Route 10-Green Hills, P. O. Box 563, Reading, Pennsylvania 19603-0563, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective on December 31, 1999.

Dated: December 21, 1999

PENSKE LOGISTICS, INC.

By: Wayne S. Angelbeck
Wayne S. Angelbeck
Vice President and Treasurer

By: Michael A. Duff
Michael A. Duff
Secretary



Office of the Secretary of State

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:

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Edward J. Freel

Edward J. Freel, Secretary of State

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991561943

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By: Michael A. Duff
Michael A. Duff
Secretary