

RECORD

TR



3-3-03

102396236

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

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

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - **Texas**
 Other _____

Additional name(s) of conveying party(ies) attached? yes no

2. Nature of conveyance:

Assignment **Merger**
 Security Agreement Change of Name
 Other _____

Execution Date: **March 24, 1986**

2. Name and address of receiving party(ies):
Name: **Trinity Industries, Inc.**
Internal Address: _____
Street Address: **2525 Stemmons Freeway**
City: **Dallas** State: **Texas** Zip: **75207-2401**

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) & address(es) attached? yes no

OFFICE OF PUBLIC RECORDS
2003 MAR -3 PM 12:06
FINANCE SECTION

3. Application number(s) or registration numbers(s)

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) **755,090**

Additional numbers attached? yes no

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

Name: **Clare M. Iery**
Internal Address: **DINSMORE & SHOHL LLP**
Street Address: **1900 Chemed Center
255 East Fifth Street**
City: State: Zip: **Cincinnati, Ohio 45202**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41): \$ **40.00**

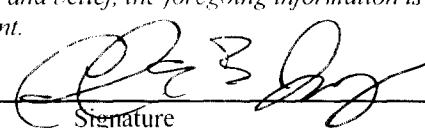
Enclosed
 Authorized to be charged to deposit account
 Please charge any deficiencies or credit any overpayment to deposit account

8. Deposit account number: **04-1133**

(Attached duplicate copy of this page 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.

Clare M. Iery  **2/27/03**
Name of Person Signing Signature Date

Total number of pages including cover sheet: **5**

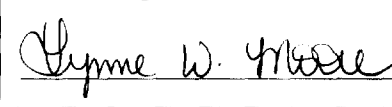
03/20/2003 ECDOPER 00000236 755090

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40.00 DP

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Box Assignment Commissioner for Trademarks; 2900 Crystal Drive; Arlington, VA 22202-3513 on 2-27-03.





877086097

CERTIFICATE OF OWNERSHIP AND MERGER

FOR MERGER

OF

TEXAS PARENT CORPORATION

INTO

DELAWARE SUBSIDIARY CORPORATION

FILED

MAR 27 1987

10 AM

[Signature]
SECRETARY OF STATE

Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act and Section 253 of the General Corporation Law of Delaware, the undersigned Texas parent corporation hereby certifies as follows:

1. The names of the undersigned Texas parent corporation and its wholly-owned Delaware subsidiary corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Status</u>
Trinity Industries, Inc.	Texas	Parent
Trinity Industries, Inc.	Delaware	Wholly-owned subsidiary

2. By resolution dated March 12, 1987, a copy of which is attached hereto as Exhibit "A", the Board of Directors of Trinity Industries, Inc., a Texas corporation ("Trinity-Texas"), as prescribed by the Texas Business Corporation Act, authorized and approved the merger of Trinity-Texas with and into Trinity Industries, Inc., a Delaware corporation ("Trinity-Delaware"), in accordance with that certain Plan and Agreement of Merger dated March 24, 1987.

3. The laws of the States of Texas and Delaware permit such merger.

4. The name of the surviving corporation is Trinity Industries, Inc., and such corporation is to be governed by the laws of the State of Delaware. The address of its registered office in Delaware is: c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

5. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan of Merger are as follows:

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ENTITLED TO VOTE AS A CLASS

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>DESIGNATION OF CLASS</u>	<u>NUMBER OF SHARES</u>
Trinity-Texas	15,893,626	Common	15,893,626
Trinity-Delaware	1,000	Common	-0-

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan of Merger and, as to each class entitled to vote as a class thereon, the number of shares of such class voted for and against such Plan of Merger are as follows:

NUMBER OF SHARES

ENTITLED TO VOTE AS A CLASS

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>	<u>CLASS</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
Trinity-Texas	11,021,642	2,353,776	Common	11,021,642	2,353,776
Trinity-Delaware	-0-	-0-	Common	-0-	-0-

7. The Plan of Merger was approved by the holders of at least two-thirds of the outstanding Common Stock of Trinity-Texas entitled to vote thereon at the Annual Meeting of shareholders held August 6, 1986, duly called and held after 20 days' notice of the purpose of the meeting mailed to each such shareholder at his address as it appears on the records of Trinity-Texas.

8. Trinity-Delaware, as the surviving corporation, hereby (i) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of Trinity-Texas and in any proceeding for the enforcement of the rights of a dissenting shareholder of Trinity-Texas against Trinity-Delaware, the surviving corporation; (ii) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to the dissenting shareholders of Trinity-Texas the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

EXECUTED, as of March 24, 1986:

TRINITY INDUSTRIES, INC.,
a Texas corporation

By: *Dean Phelps*
Dean Phelps, Vice President

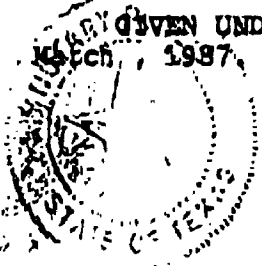
By: *J. J. French, Jr.*
J. J. French, Jr., Secretary



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, personally appeared Dean Phelps, Vice President of Trinity Industries, Inc., a Texas corporation, and J. J. French, Jr., Secretary of Trinity Industries, Inc., a Texas corporation, known to me to be the persons and officers whose names are subscribed to the foregoing instrument, and being by me first duly sworn, declared to me that the statements therein contained are true and correct, and that they executed the same for the purposes and consideration therein expressed, and as the act and deed of said corporation, and in the capacities therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 24th day of March, 1987.



Beverly Baldrige
Notary Public in and for
The State of Texas

My commission expires:
11/30/89

BEVERLY BALDRIGE
[Printed Name of Notary]

010014

EXHIBIT "A"

The next matter considered and acted upon by the directors was the consummation of the merger of the Company with and into Trinity Industries, Inc., its wholly-owned Delaware subsidiary corporation ("Trinity-Delaware"). After discussion, upon motion duly made, seconded, and carried, it was:

RESOLVED, that, in order to effect the merger of the Company with and into Trinity-Delaware (the "Merger"), the officers of the Company be, and they hereby are, authorized and directed to enter into the Plan of Merger and to make and execute Articles of Merger and a Certificate of Ownership and Merger and cause same to be filed with the Secretary of State of Texas and the Secretary of State of Delaware, respectively, in the manner provided by law; and

RESOLVED FURTHER, that upon effecting the Merger, each holder of a certificate or certificates representing Common Stock of the Company shall, upon surrendering such certificate or certificates to the transfer agent for the Company's Common Stock, be entitled to receive in exchange a certificate or certificates representing the same number of shares of Trinity-Delaware Common Stock; and

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to take any and all other actions which they deem necessary or desirable to effect the Merger.

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