

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Galion Holding Company:

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 11, 1998

2. Name and address of receiving party(ies)

Name: McClain E-Z Pack, Inc.  
Internal Address: \_\_\_\_\_

Street Address: 6200 Elmridge  
City: Sterling Hgt State: MI Zip: 48310

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Michigan
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 0860484  
1288885 0768652 0867505  
1307933 1430155

Additional number(s) attached  Yes  No

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

Name: Mark Bisard

Internal Address: Suite 2400

Street Address: One Woodward Avenue

City: Detroit State: MI Zip: 48226

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed Mark Bisard
- Authorized to be charged to deposit account  
By Mark Bisard, Attorney in fact for

8. Deposit account number:

501454

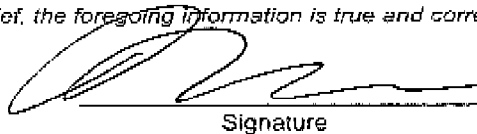
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DO NOT USE THIS SPACE

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.

Kenneth D. McClain  
Name of Person Signing

  
Signature

Nov. 17, 2003  
Date

Total number of pages including cover sheet, attachments, and document. 6

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

CH \$240.00 501454 0860484

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

MCCLAIN E-Z PACK, INC.

ID NUMBER: 472123

received by facsimile transmission on December 17, 1998 is hereby endorsed

Filed on December 17, 1998 by the Administrator.

Effective Date: January 1, 1999.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 17th day of December, 1998.



*Julie Croll*

, Director

Corporation, Securities and Land Development Bureau

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**AGREEMENT, PLAN AND CERTIFICATE OF MERGER**

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of the December 11, 1998, among McCLAIN OF ALABAMA, INC., a Michigan corporation ("Alabama"), McCLAIN OF GEORGIA, INC., a Georgia corporation ("Georgia"), McCLAIN OF MICHIGAN, INC., a Michigan corporation ("Michigan"), McCLAIN OF OHIO, INC., a Michigan corporation ("Ohio"), McCLAIN OF OKLAHOMA, INC., a Michigan corporation ("Oklahoma"), McCLAIN EPCO, INC., a New York corporation ("Epc"), McCLAIN E-Z PACK, INC., a Michigan corporation ("EZ Pack"), McCLAIN GROUP SALES, INC., a Michigan corporation ("Sales"), and GALION HOLDING COMPANY, a Michigan corporation ("Holding"), pursuant to and in accordance with the provisions of the Georgia Business Corporation Code (the "Georgia Code"), the Michigan Act 284, Public Acts of 1972 (the "Michigan Act"), and the New York Business Corporation Law (the "New York Law").

Alabama, Georgia, Michigan, Ohio, Oklahoma, Epc, EZ Pack, Sales and Holding agree to and do hereby effect the merger of Alabama, Georgia, Michigan, Ohio, Oklahoma, Epc, Sales and Holding with and into EZ Pack (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

**1. CONSTITUENT CORPORATIONS**

- a. The name and state of incorporation of each of the constituent corporations involved in the Merger, the identification number of each Michigan corporation, and the date of incorporation of each New York corporation are:

<u>Name</u>	<u>State of Incorporation</u>	<u>State CID Number</u>	<u>Date of Incorporation</u>
McClain of Alabama, Inc.	Michigan	410152	7-26-96
McClain of Georgia, Inc.	Georgia	8715136	6-25-87
McClain of Michigan, Inc.	Michigan	508634	11-25-97
McClain of Ohio, Inc.	Michigan	001588	7-15-93
McClain of Oklahoma, Inc.	Michigan	309928	7-7-95
McClain EPCO, Inc.	New York	1260797	5-11-88
McClain E-Z Pack, Inc.	Michigan	472123	5-8-92
McClain Group Sales, Inc.	Michigan	522196	7-23-92
Galion Holding Company	Michigan	474123	5-8-92

- b. The surviving corporation of the Merger (the "Surviving Corporation") and its Michigan identification number is:

McClain E-Z Pack, Inc. 472123

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- c. The outstanding capital stock of each constituent corporation is:

<u>Name</u>	<u>Number of Outstanding Shares</u>
McClain of Alabama, Inc.	10,000
McClain of Georgia, Inc.	1,000
McClain of Michigan, Inc.	60,000
McClain of Ohio, Inc.	1,000
McClain of Oklahoma, Inc.	10,000
McClain EPCO, Inc.	999.75
McClain E-Z Pack, Inc.	1,000
McClain Group Sales, Inc.	1,000
Galion Holding Company	1,000

All shares of stock of each constituent corporation have the identical rights, preferences and limitations and are entitled to vote. No shares are entitled to vote as a class or series. The number of shares is not subject to change prior to the effective date of the merger.

## 2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, Alabama, Georgia, Michigan, Ohio, Oklahoma, EpcO, Sales and Holding will cease to exist separately, and Alabama, Georgia, Michigan, Ohio, Oklahoma, EpcO, Sales and Holding will be merged with and into EZ Pack in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act, the Georgia Code and the New York Law.
- b. On the Effective Date, on consummation of the Merger, all of the outstanding shares of capital stock EZ Pack will remain issued and outstanding, and all of the outstanding shares of the capital stock of Alabama, Georgia, Michigan, Ohio, Oklahoma, EpcO, Sales and Holding will be cancelled and returned and will cease to exist without any payment being made or due in respect of such shares.

## 3. CERTIFICATE, BYLAWS, OFFICERS AND DIRECTORS

The Articles of Incorporation and Bylaws of EZ Pack in effect on the Effective Date will be the Articles of Incorporation and Bylaws of the Surviving Corporation. The officers and directors of EZ Pack on the Effective Date will be the officers and directors of the Surviving Corporation.

## 4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Consumer and Industry Services, Corporation, Securities and Land Development Bureau, pursuant to and in accordance with the Michigan Act, (ii) the Secretary of the State of Georgia pursuant to and in accordance with the Georgia Code, and (iii) the Department of State of New York pursuant to and in accordance with the New York Law.

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- b. The effective date of the Merger (the "Effective Date") is January 1, 1999.

#### 5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the directors and all of the shareholders of Alabama, Georgia, Michigan, Ohio, Oklahoma, Epco, EZ Pack, Sales and Holding in accordance with the provisions of the Michigan Act, the Georgia Code and the New York Law, as is appropriate.

#### 6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at EZ Pack's principal place of business, the address of which is 8200 Elmridge Road, Sterling Heights, Michigan, 48313, and on request and without cost, EZ Pack will furnish a copy of it to any shareholder of Alabama, Georgia, Michigan, Ohio, Oklahoma, Epco, Sales or Holding.


#### 7. MERGER PERMITTED UNDER GEORGIA, MICHIGAN AND NEW YORK LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Georgia, the State of Michigan and the State of New York.


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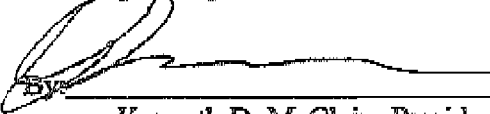
**McCLAIN OF ALABAMA, INC.,**  
a Michigan corporation

By:   
Kenneth D. McClain, President


**McCLAIN OF GEORGIA, INC.,**  
a Georgia corporation

By:   
Kenneth D. McClain, President

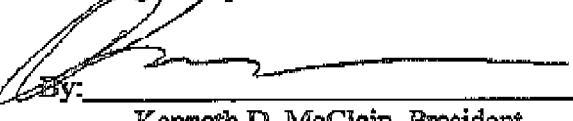
**McCLAIN OF MICHIGAN, INC.**  
a Michigan corporation

By:   
Kenneth D. McClain, President

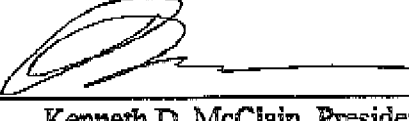
**McCLAIN OF OHIO, INC.**  
a Michigan corporation

By:   
Kenneth D. McClain, President


**McCLAIN OF OKLAHOMA, INC.**  
a Michigan corporation

By:   
Kenneth D. McClain, President


**McCLAIN EPCO, INC.**  
a New York corporation

By:   
Kenneth D. McClain, President

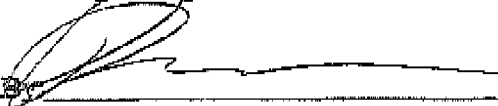
**McCLAIN E-Z PACK, INC.**  
a Michigan corporation

By:   
Kenneth D. McClain, President

**McCLAIN GROUP SALES, INC.**  
a Michigan corporation

By:   
Kenneth D. McClain, President

**GALION HOLDING COMPANY**  
a Michigan corporation

By:   
Kenneth D. McClain, President

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