

1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Patent and Trademark Office
Attorney Docket No: OBID221550

To the Director - U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Western Star Trucks Inc.

- Individuals
- General Partnership
- Corporation-Canada
- Other _____
- Association
- Limited Partnership

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

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

Name: Freightliner Ltd.
Address: 6701 Financial Drive, Suite 100

City: Mississauga State: ON ZIP: _____
CANADA

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation Canada
- 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

3. Nature of conveyance:

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

Execution date: June 30, 2001

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

A. Trademark Application No(s).

B. Trademark Registration No(s). 2,391,570

Additional numbers attached? Yes No

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

Cindy L. Caditz, Esq.
CHRISTENSEN O'CONNOR
JOHNSON KINDNESS^{PLLC}
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Suite 2800
Seattle, WA 98101-2347
206.682.8100

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
Check No. _____ in the amount of \$40.00 is enclosed.

8. The Director is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

CH \$40.00 031740 2391570

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.

Cindy L. Caditz
Name of Attorney or Agent
Direct Dial 206.695.1715

Cindy Caditz 10-12-04
Signature Date

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

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid and addressed to Mail Stop Assignment Recordation Services, Director - U.S. Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the below date.

Date 706150886 14, 2004

Jennifer Coldra TRADEMARK
REEL: 002955 FRAME: 0257



Industrie Canada

K.

Certificate of Amalgamation

Certificat de fusion

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

FREIGHTLINER LTD./

FREIGHTLINER LTÉE

391249-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the Canada Business Corporations Act, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la Loi canadienne sur les sociétés par actions, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

June 30, 2001 / le 30 juin 2001

Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada
Canada Business Corporation Act
Loi canadienne sur les sociétés par actions

FORM 8
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULE 8
STATUTS DE FUSION
(ARTICLE 185)

1 - Name of amalgamated corporation / Dénomination de la société issue de la fusion
FREIGHTLINER LTD / FREIGHTLINER LTÉE

2 - The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social
Regional Municipality of Peel, Province of Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
See Schedule "A" annexed hereto form an integral part hereof.

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
No (saved and outstanding shares of the share capital of the corporation shall be transferred without the consent of the majority of the directors of the corporation expressed by a resolution duly adopted by them and registered in the minute book of the corporation.

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum of one (1) and a maximum of seven (7).

6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
None

7 - Other provisions, if any / Autres dispositions, s'il y a lieu
1. The number of shareholders of the corporation shall be limited to 50, exclusive of present or former employees. Two or more persons jointly holding one or more shares are counted as a single shareholder.
2. Any invitation to the public to subscribe for any security is prohibited.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.
 183
 184(1)
 184(2)

9 - Name of the amalgamating corporations / Dénomination des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre
Freightliner Ltd / Freightliner Ltée	343481-5	[Signature]	July 14, 2001	Director
Western Star Trucks Inc. / Camions Western Star Inc.	391249-7	[Signature]	July 14, 2001	Director

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. - N° de la société

391249-3

Filed - Déposé
July 20, 2001

K 2100 (1/99)

SCHEDULE "A"

Attached to and Forming Part of
the Articles of Continuance of

FREIGHTLINER LTD./FREIGHTLINER LTÉE

1. The share capital of the corporation shall consist of an unlimited number of Common shares and an unlimited number of Preference shares, all without par value.
2. The Preference shares shall confer on the holders thereof and shall be subject to the following special rights and restrictions:
 - (a) The holders of the Preference shares shall in each year, in the discretion of the directors, but always in preference and priority to any payment of dividends on the Common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of 8% per annum on the amount paid up on the Preference shares. If in any year, after providing for the full dividend on the Preference shares, there shall remain any profits or surplus available for dividends, such profits or surplus available or any part thereof may, in the discretion of the directors, be applied to dividends on the Common shares. The Preference shares shall not be entitled to any dividend other than, or in excess of, the non-cumulative dividends at the rate of 8% per annum hereinbefore provided for.
 - (b) In the event of the liquidation, dissolution or winding up of the Corporation, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs or upon a reduction of capital, the holders of the Preference shares shall be entitled to receive 100% of the amount paid up on such shares, together with an amount equal to all accrued and unpaid preferential dividends, if any, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Common shares and upon payment of the amount so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

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- (c) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Preference shares on payment for each share to be redeemed of 100% of the amount paid up on such shares, together with all unpaid preferential dividends. In case a part only of the then outstanding Preference shares is at any time to be redeemed, pursuant to this subclause (c), the shares so to be redeemed shall be redeemed pro rata in proportion to the number of Preference shares held by the holders thereof provided that the Corporation shall not be required to pay off or redeem any fractions of shares and that the directors may depart from such pro rata redemption in such manner and to such extent as may seem to them advisable in order to avoid fractions.
- (d) In any case of redemption of Preference shares under the provisions of the last preceding subclause(c) hereof, the Corporation shall at least ten days before the date specified for redemption, mail to each person who, at the date of mailing, is a registered holder of Preference shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preference shares. Such notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books of the Corporation, or in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder, provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and if part of the Preference shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption the Corporation shall pay, or cause to be paid, to or to the order of the registered holders of the Preference shares to be redeemed, the redemption price on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate for the Preference shares called for redemption. Such Preference shares shall thereupon be and be deemed to be redeemed and shall be cancelled. If a part only of the

shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified in any such notice, the Preference shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. Should the holders of any Preference shares so called for redemption fail to present the certificate representing such Preference shares on the date specified for redemption the Corporation shall have the right to deposit the redemption price for such shares in a special account in any chartered bank or trust company in Canada to be paid without interest to or to the order of the respective holders of such Preference shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made the Preference shares in respect whereof such deposit shall have been made shall be deemed to be redeemed and shall be cancelled and the rights of the holders thereof after such deposit shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively. Notwithstanding the foregoing the holders of the Preference shares may waive notice of any such redemption by instrument or instruments in writing.

- (e) The holders of the Preference shares shall not as such have any voting rights for the election of directors or for any other purpose, nor shall they be entitled to attend shareholders' meetings, or to receive notice of the shareholders' meetings.
- (f) Subject to the Canada Business Corporations Act the holders of the Preference shares shall not be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or of bonds, debentures, or other securities of the Corporation now or hereafter authorized.

- (g) No class of shares may be created or issued ranking as to capital or dividends prior to or on a parity with the Preference shares, nor shall the authorized amount of Preference shares be increased without the consent in writing of the holders of the Preference shares pursuant to subclause (h) hereof.
- (h) The special rights and restrictions attached to the Preference shares of the Corporation shall not be modified, abrogated, dealt with or affected unless the holders of the Preference shares consent thereto by separate resolution. Such consent may be obtained in writing signed by the holders of three-fourths of the issued Preference shares or by a resolution passed by a majority of three-fourths of the issued Preference shares at a separate general meeting of the holders of Preference shares who are present in person or represented by proxy. To any such general meeting all of the provisions of the Articles of the Corporation relating in any manner to general meetings or to the proceedings thereat, or to the rights of shareholders at or in connection therewith, shall *mutatis mutandis* apply, but so that the necessary quorum shall be two in number of the holders of Preference shares holding or representing by proxy 75% of the issued Preference shares, and that if at any adjourned meeting a quorum is not present, those holders of Preference shares who are present shall be a quorum.

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