

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/18/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LIVINGSTON, INC. and LIVINGSTON CONTRACT LOGISTICS INC.		12/18/2000	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	UPS LOGISTICS GROUP CANADA LIMITED
Street Address:	199 Bay Street, Suite 2800, Commerce Court West
City:	Toronto
State/Country:	ONTARIO
Postal Code:	M5L 1A9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76081278	LIVINGSTON

CORRESPONDENCE DATA

Fax Number: (404)572-5100
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4045724600
 Email: trademarks@kslaw.com, ltronco@kslaw.com, vbantug@kslaw.com, setelman@kslaw.com
 Correspondent Name: King & Spalding LLP
 Address Line 1: 1180 Peachtree Street
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	00853.104081 LIVINGSTON
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CH \$40.00 76081278

NAME OF SUBMITTER:	Larry H. Tronco
Signature:	/LARRY H. TRONCO/
Date:	06/12/2007

Total Attachments: 10

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Ministry of
Consumer and
Ontario Commercial Relations

Ministère de
la Consommation
et du Commerce

CORRECTED CERTIFICATE
This is a Corrected certificate endorsed
pursuant to Section 275 of the Business
Corporations Act, and effective on

CERTIFICATE RECTIFIÉ
Le présent certificat rectifié est approuvé
conformément à l'article 275 de la Loi sur les
sociétés par actions; il entre en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1455940

JANUARY 01 JANVIER 2001

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Trans Code A 18	Line No 0 20	Stat 0 28	Comp Type A 29	Method Incorp 3 30	Share S 31
Notice Req'd N 32	Jurisdiction ONTARIO 33 47			A 57	

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: Dénomination sociale de la société issue de la fusion :

U	P	S		L	O	G	I	S	T	I	C	S		G	R	O	U	P		C	A	N	A	D	A		L	I	M
I	T	E	D	/	G	R	O	U	P	E		L	O	G	I	S	T	I	Q	U	E	S		U	P	S		C	A
N	A	D	A		L	I	M	I	T	E	E																		

2. The address of the registered office is: Adresse du siège social :

199 Bay Street, Suite 2800, Commerce Court West

(Street and No. or R.R. No. and, if multi-office building, give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto

M 5 L 1 A 9

(Name of Municipality or Post Office) (Postal Code)
(Nom de la municipalité ou du bureau de poste) (Code postal)

3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs :
Minimum of one; maximum of ten.

4. The director(s) is/are: Administrateur(s) :

First name, initials and surname Prénom, initiales et nom de famille	Address for Service, giving Street and No. (or R.R. No.), Municipality and Postal Code Domicile élu, y compris la rue et le numéro (ou le numéro de la R.R.), le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident canadien Oui/Non
Daniel DiMaggio	990 Hammond Drive Atlanta, Georgia 30328	No
James Christie	199 Bay Street, Suite 2800 Commerce Court West Toronto, ON M5L 1A9	Yes

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5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

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 A OR B A OU B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

UPS LOGISTICS CANADA LIMITED

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
UPS Logistics Canada Limited	1328234	18 DEC 2000
Livingston Inc.	1332144	18 DEC 2000
Livingston Contract Logistics Inc.	1272925	18 DEC 2000

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

No restrictions

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of shares of one class to be designated as common shares.

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Formule 4
Loi sur les
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8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

N/A.

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

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Formule 4
Loi sur les
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actions

9. The issue, transfer or ownership of shares is ~~not~~ restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est / n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

Limitation on Number of Shareholders

The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

No Public Distribution

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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11. The statements required by subsection 178 (2) of the Business Corporations Act are attached as Schedule "A".
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

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These articles are signed in duplicate.

Les présents statuts sont signés en double
exemplaire.

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Loi sur les
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actions

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.	Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.
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UPS LOGISTICS CANADA LIMITED

By: Clélia Furdelise
Secretary

LIVINGSTON INC.

By: Clélia Furdelise
Secretary

LIVINGSTON CONTRACT LOGISTICS
INC.

By: Clélia Furdelise
Secretary

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SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF
UPS LOGISTICS CANADA LIMITED
LIVINGSTON INC.

- AND -

LIVINGSTON CONTRACT LOGISTICS INC.

1. I, Clelia Fiordelisi, am the Secretary of each of UPS Logistics Canada Limited, Livingston Inc., and Livingston Contract Logistics Inc. (the "Corporations"), being all of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporations and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) each Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 18, 2000.



Clelia Fiordelisi

Schedule B

UPS LOGISTICS CANADA LIMITED

"Amalgamation with Livingston Inc. and Livingston Contract Logistics Inc.

WHEREAS each of Livingston Inc. and Livingston Contract Logistics Inc. is a wholly-owned subsidiary of the Corporation and it is desirable that the Corporation amalgamate with Livingston Inc. and Livingston Contract Logistics Inc. pursuant to subsection 177(1) of the *Business Corporations Act*;

RESOLVED THAT:

1. the amalgamation of the Corporation, Livingston Inc. and Livingston Contract Logistics Inc. under the *Business Corporations Act*, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to section 178 of the *Business Corporations Act*, all shares in the capital of Livingston Inc. and Livingston Contract Logistics Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and by-laws of the Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation."

* * * * *

Schedule B

LIVINGSTON INC.

"Amalgamation with UPS Logistics Canada Limited and Livingston Contract Logistics Inc.

WHEREAS the Corporation is a wholly-owned subsidiary of UPS Logistics Canada Limited and it is desirable that the Corporation amalgamate with UPS Logistics Canada Limited and Livingston Contract Logistics Inc. pursuant to subsection 177(1) of the *Business Corporations Act*;

RESOLVED THAT:

1. the amalgamation of the Corporation, UPS Logistics Canada Limited and Livingston Contract Logistics Inc. under the *Business Corporations Act*, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to section 178 of the *Business Corporations Act*, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and by-laws of UPS Logistics Canada Limited;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation."

* * * * *

Schedule B

LIVINGSTON CONTRACT LOGISTICS INC.

"Amalgamation with UPS Logistics Canada Limited and Livingston Inc.

WHEREAS the Corporation is a wholly-owned subsidiary of UPS Logistics Canada Limited and it is desirable that the Corporation amalgamate with UPS Logistics Canada Limited and Livingston Inc. pursuant to subsection 177(1) of the *Business Corporations Act*;

RESOLVED THAT:

1. the amalgamation of the Corporation, UPS Logistics Canada Limited and Livingston Inc. under the *Business Corporations Act*, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to section 178 of the *Business Corporations Act*, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and by-laws of UPS Logistics Canada Limited;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation."

* * * * *