

TO: KING & SPALDING LLP COMPANY: 1180 PEACHTREE STREET, N.E.

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

07/06/2007
900081181

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Conveying Party's name from UPS LOGISTICS GROUP CANADA LIMITED to UPS LOGISTICS GROUP CANADA LIMITED previously recorded on Reel 003559 Frame 0089. Assignor (s) hereby confirms the Conveying Party's name, UPS LOGISTICS GROUP CANADA LIMITED, was misspelled in the Trademark Assignment.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UPS LOGISTICS GROUP CANADA LIMITED, FRITZ COMPANIES CANADA, INC. FRITZ STARBER INC., OAKVILLE SUFFERANCE WAREHOUSE LIMITED, and 970967 ONTARIO INC.		12/23/2002	CORPORATION:

RECEIVING PARTY DATA

Name:	UPS SCS, INC.
Street Address:	199 Bay Street, Suite 200, Commerce Court West
City:	Toronto
State/Country:	ONTARIO
Postal Code:	M5L1A9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2461821	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, vbantug@kslaw.com, setelman@kslaw.com
 Correspondent Name: King & Spalding LLP
 Address Line 1: 1180 Peachtree Street, N.E.
 Address Line 4: Atlanta, GEORGIA 30309

CH \$40.00 2461821

USPTO

7/9/2007 2:58:58 PM PAGE 5/007 Fax Server

TO: KING & SPALDING LLP COMPANY: 1180 PEACHTREE STREET, N.E.

ATTORNEY DOCKET NUMBER:	00853.104081 LIVINGSTON
NAME OF SUBMITTER:	Vicky R. Bantug
Signature:	Vicky R. Bantug/
Date:	07/06/2007
Total Attachments: 2 source=EASTM86627#page1.tif source=EASTM86627#page2.tif	

TO:KING & SPALDING LLP COMPANY:1180 PEACHTREE STREET, N.E.

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/23/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UPS LOGISTICS GROUP CANADA LIMITED, FRITZ COMPANIES CANADA, INC. FRITZ STARBER INC., OAKVILLE SUFFERANCE WAREHOUSE LIMITED, and 970967 ONTARIO INC.		12/23/2002	CORPORATION:

RECEIVING PARTY DATA

Name:	UPS SCS, INC.
Street Address:	199 Bay Street, Suite 2800, Commerce Court West
City:	Toronto
State/Country:	ONTARIO
Postal Code:	M5L1A9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2461821	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 St.

Address Line 4: Atlanta, GEORGIA 30309

USPTO

7/9/2007 2:58:58 PM PAGE 7/007 Fax Server

TO: KING & SPALDING LLP COMPANY: 1180 PEACHTREE STREET, N.E.

ATTORNEY DOCKET NUMBER:	00853.104081 LIVINGSTON
NAME OF SUBMITTER:	Larry H. Tronco
Signature:	/LARRY H. TRONCO/
Date:	06/12/2007

Total Attachments: 19

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RECEIPT INFORMATION

ETAS ID: TM86627
 Receipt Date: 06/12/2007
 Fee Amount: \$40

For Ministry Use Only
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Ontario Corporation Number
Numéro de la société en Ontario

1555171



Ministry of
Consumer and
Ontario Business Services
CERTIFICATE

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT

This is to certify that these articles
are effective on

Ceci certifie que les présents statuts
ontrent en vigueur le

JANUARY 01 JANVIER, 2003

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

[Signature]
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
compagnies

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

U	P	S		S	C	S				I	N	C								

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

199 Bay Street, Suite 2800, Commerce Court West

(Street & Number or R.R. Number & 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)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

N/A

in the

N/A

(Name of Municipality, Geographic Township)
(Nom de la municipalité, du canton géographique)

dans la /
la

(County, District, Regional Municipality)
(Comté, district, municipalité régionale)

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 <i>Prénom, initiales et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality and Postal code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident canadien Oui/Non</i>
Michael Eskew	55 Glenlake Parkway NE Atlanta, Georgia 30328	No
D. Scott Davis	55 Glenlake Parkway NE Atlanta, Georgia 30328	No
Joseph Moderow	55 Glenlake Parkway NE Atlanta, Georgia 30328	No
John Haffarty	55 Glenlake Parkway NE Atlanta, Georgia 30328	No

Corporatek

Annex / Annexe

4. The director(s) is/are: First name, initials and surname <i>Prénom, initiales et nom de famille</i>	<i>Administrateur(s) :</i> Address for services, giving street & No. or R.R. No., Municipality and Postal code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident canadien Oui/Non</i>
Reg Sheen	1453 Cornwall Road Oakville, Ontario L5J 7T5	Yes
Brad Mitchell	1453 Cornwall Road Oakville, Ontario L5J 7T5	Yes
Richard Gervais	410 St. Nicolas, Suite 300 Montreal, Quebec H2Y 2P5	Yes
Michel Vallee	410 St. Nicolas, Suite 300 Montreal, Quebec H2Y 2P5	Yes
Gail D. Lilley	199 Bay Street, Suite 2800 Toronto, Ontario M5L 1A9	Yes

Corporatex

- 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 compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.*

▲

Check A or B	Cocher A ou B
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▼

- 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. The articles of amalgamation in substance contain the provisions of the articles of incorporation of
- 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 compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

UPS LOGISTICS GROUP CANADA LIMITED/GROUPE LOGISTIQUES UPS CANADA LIMITEE

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
UPS LOGISTICS GROUP CANADA LIMITED/GROUPE LOGISTIQUES UPS CANADA LIMITEE	1455940	23 DEC 2002
FRITZ COMPANIES CANADA INC.	1551407	23 DEC 2002
FRITZ STARBER INC.	1182577	23 DEC 2002
OAKVILLE SUFFERANCE WAREHOUSE LIMITED	248393	23 DEC 2002
970967 ONTARIO INC.	970967	23 DEC 2002

Corporatek

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

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

No restrictions.

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 compagnie est autorisée à émettre :

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

4

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 is to be issued in series:

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 :

N/A

5

9. The issue, transfer or ownership of shares is/are 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 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.

11. The statements required by subsection 178 (2) of the *Business Corporations Act* are attached as Schedule "A".

Les déclarations exigés aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

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

Corporatek

These articles are signed in duplicate.

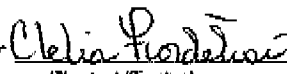
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

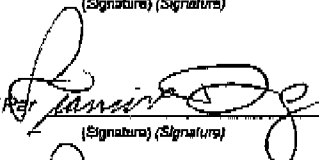
UPS LOGISTICS GROUP CANADA LIMITED

(Name of Corporation)
(Dénomination sociale de la société)

By/Par  - Secretary
(Signature) (Signature) (Description of Office) (Fonction)

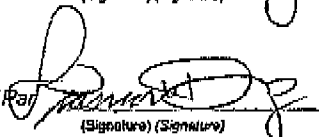
FRITZ COMPANIES CANADA INC.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par  - Treasurer
(Signature) (Signature) (Description of Office) (Fonction)

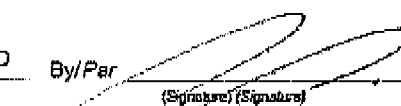
FRITZ STARBER INC.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par  - Treasurer
(Signature) (Signature) (Description of Office) (Fonction)

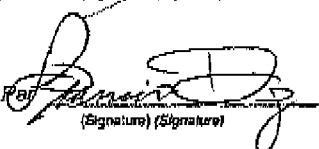
OAKVILLE SUFFERANCE WAREHOUSE LIMITED

(Name of Corporation)
(Dénomination sociale de la société)

By/Par  - Secretary
(Signature) (Signature) (Description of Office) (Fonction)

970967 ONTARIO INC.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par  - Treasurer
(Signature) (Signature) (Description of Office) (Fonction)

SCHEDULE "A"STATEMENT OF OFFICER OF
UPS LOGISTICS GROUP CANADA LIMITED

1. I, Clelia Fiordelisi, am the Secretary of UPS Logistics Group Canada Limited (the "Corporation"), one 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 Corporation 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:

- (m) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (n) 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
- (o) no creditor will be prejudiced by the amalgamation.

DATED: December 23, 2002

Clelia Fiordelisi
Clelia Fiordelisi - Secretary


SCHEDULE "A"STATEMENT OF OFFICER OF
FRITZ COMPANIES CANADA INC.

1. I, Francois Dunnigan, am the Treasurer of Fritz Companies Canada Inc. (the "Corporation"), one 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 Corporation 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:

- (j) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (k) 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
- (l) no creditor will be prejudiced by the amalgamation.

DATED: December 13, 2002



Francois Dunnigan - Treasurer


SCHEDULE "A"STATEMENT OF OFFICER OF
FRITZ STARBER INC.

1. I, Francois Dunnigan, am the Treasurer of Fritz Starber Inc. (the "Corporation"), one 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 Corporation 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:

- (g) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (h) 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
- (i) no creditor will be prejudiced by the amalgamation.

DATED: December 23, 2002

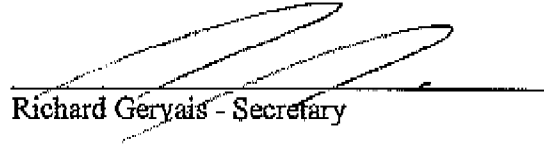


Francois Dunnigan - Treasurer

SCHEDULE "A"STATEMENT OF OFFICER OF
OAKVILLE SUFFERANCE WAREHOUSE LIMITED

1. I, Richard Gervais, am the Secretary of Oakville Sufferance Warehouse Limited (the "Corporation"), one 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 Corporation 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:
- (d) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (e) 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
 - (f) no creditor will be prejudiced by the amalgamation.

DATED: December 23, 2002


Richard Gervais - Secretary

SCHEDULE "A"

STATEMENT OF OFFICER OF


970967 ONTARIO INC.

1. I, Francois Dunnigan, am the Treasurer of 970967 Ontario Inc. (the "Corporation"), one 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 Corporation 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) the 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 23, 2002



Francois Dunnigan - Treasurer

SCHEDULE "B"
RESOLUTION OF THE SOLE SHAREHOLDER
OF
UPS LOGISTICS GROUP CANADA LIMITED
(the "Corporation")

WHEREAS the shareholder is a party to a Unanimous Shareholder Declaration dated December 18, 2002 which fully restricts the powers of the directors to manage the business and affairs of the Corporation;

Amalgamation with 970967 Ontario Inc.,
Oakville Sufferance Warehouse Limited,
Fritz Starber Inc. and Fritz Companies Canada Inc.

WHEREAS 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and Fritz Companies Canada Inc. will be subsidiaries of the Corporation as contemplated by the *Business Corporations Act* (Ontario) (the "Act") as at 11:58:30 p.m. on December 31, 2002;

AND WHEREAS it is desirable that the Corporation amalgamate effective January 1, 2003 with 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and Fritz Companies Canada Inc. pursuant to subsection 177(1) of the Act;

RESOLVED THAT:

1. the amalgamation of the Corporation, 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and Fritz Companies Canada Inc. under the name UPS SCS, Inc. pursuant to subsection 177(1) of the Act, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and Fritz Companies Canada 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 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 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.

SCHEDULE "B"
RESOLUTION OF THE SOLE SHAREHOLDER
OF
FRITZ COMPANIES CANADA INC.
(the "Corporation")

WHEREAS the shareholder is a party to a Unanimous Shareholder Declaration dated December 18, 2002 which fully restricts the powers of the directors to manage the business and affairs of the Corporation;

Amalgamation with 970967 Ontario Inc.,
Oakville Sufferance Warehouse Limited,
Fritz Starber Inc. and UPS Logistics Group Canada Limited

WHEREAS the Corporation, Fritz Starber Inc., 970967 Ontario Inc. and Oakville Sufferance Warehouse Limited will be subsidiaries of UPS Logistics Group Canada Limited as at 11:58:30 p.m. on December 31, 2002;

AND WHEREAS it is desirable that the Corporation amalgamate effective January 1, 2003 with 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and UPS Logistics Group Canada Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation, 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and UPS Logistics Group Canada Limited under the name UPS SCS, Inc. pursuant to subsection 177(1) of the Act, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the 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 and by-laws of UPS Logistics Group Canada Limited;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

- 2 -

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.

SCHEDULE "B"

RESOLUTION OF THE SOLE SHAREHOLDER

OF

FRITZ STARBER INC.
(the "Corporation")

WHEREAS the shareholder is a party to a Unanimous Shareholder Declaration dated December 18, 2002 which fully restricts the powers of the directors to manage the business and affairs of the Corporation;

Amalgamation with 970967 Ontario Inc.,
Oakville Sufferance Warehouse Limited,
Fritz Companies Canada Inc. and
UPS Logistics Group Canada Limited

WHEREAS the Corporation, Fritz Companies Canada Inc., 970967 Ontario Inc. and Oakville Sufferance Warehouse Limited will be subsidiaries of UPS Logistics Group Canada Limited as at 11:58:30 p.m. on December 31, 2002;

AND WHEREAS it is desirable that the Corporation amalgamate effective January 1, 2003 with 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation, 970967 Ontario Inc., Oakville Sufferance Warehouse Limited, Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited under the name UPS SCS, Inc. pursuant to subsection 177(1) of the Act, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the 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 and by-laws of UPS Logistics Group Canada Limited;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

- 2 -

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.

SCHEDULE "B"
RESOLUTION OF THE SOLE SHAREHOLDER
OF
OAKVILLE SUFFERANCE WAREHOUSE LIMITED
(the "Corporation")

WHEREAS the shareholder is a party to a Unanimous Shareholder Declaration dated December 18, 2002 which fully restricts the powers of the directors to manage the business and affairs of the Corporation;

Amalgamation with 970967 Ontario Inc.,
Fritz Companies Canada Inc., Fritz Starber Inc.
and UPS Logistics Group Canada Limited

WHEREAS the Corporation, Fritz Companies Canada Inc., Fritz Starber Inc. and 970967 Ontario Inc. will be subsidiaries of UPS Logistics Group Canada Limited as at 11:58:30 p.m. on December 31, 2002;

AND WHEREAS it is desirable that the Corporation amalgamate effective January 1, 2003 with 970967 Ontario Inc., Fritz Starber Inc, Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation, 970967 Ontario Inc., Fritz Starber Inc, Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited under the name UPS SCS, Inc. pursuant to subsection 177(1) of the Act, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the 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 and by-laws of UPS Logistics Group 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.

SCHEDULE "B"

RESOLUTION OF THE SOLE SHAREHOLDER

OF

970967 ONTARIO INC.
(the "Corporation")

WHEREAS the shareholder is a party to a Unanimous Shareholder Declaration dated December 18, 2002 which fully restricts the powers of the directors to manage the business and affairs of the Corporation;

Amalgamation with Oakville Sufferance Warehouse Limited, Fritz Starber Inc., Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited

WHEREAS the Corporation, Oakville Sufferance Warehouse Limited, Fritz Starber Inc. and Fritz Companies Canada Inc. will be subsidiaries of UPS Logistics Group Canada Limited as at 11:58:30 p.m. on December 31, 2002;

AND WHEREAS it is desirable that the Corporation amalgamate effective January 1, 2003 with Oakville Sufferance Warehouse Limited, Fritz Starber Inc., Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation, Oakville Sufferance Warehouse Limited, Fritz Starber Inc., Fritz Companies Canada Inc. and UPS Logistics Group Canada Limited under the name UPS SCS, Inc. pursuant to subsection 177(1) of the Act, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the 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 and by-laws of UPS Logistics Group 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.