

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/10/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USF Seko Worldwide, Inc.		11/11/1999	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	USF Worldwide Inc.
Street Address:	9700 West Higgins Road
Internal Address:	#570
City:	Rosemont
State/Country:	ILLINOIS
Postal Code:	60018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2117536	SEKO WORLDWIDE
Registration Number:	1470985	SEKO

CORRESPONDENCE DATA

Fax Number: (312)554-8015
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312 554-8000
 Email: ssarwate@pattishall.com
 Correspondent Name: Sanjiv S. Sarwate
 Address Line 1: Pattishall, McAuliffe, et al.
 Address Line 2: 311 S. Wacker Drive, Suite 5000
 Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Sanjiv Sarwate
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CH \$65.00 2117536

Signature:

/sanjiv sarwate/

Date:

01/30/2009

Total Attachments: 10

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State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
USF WORLDWIDE INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 10TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

#2

Form **BCA-11.25**
(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 5494-034-3

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

PAID

DEC 10 1999

DEC 15 1999

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 12-10-99

Filing Fee \$ 100

Approved: [Signature]

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to merge consolidate, and the state or country of their incorporation:
exchange shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
USF Worldwide Inc.	Delaware	0916067 <u>5573-204</u>
USF Seko Worldwide Inc.	Illinois	D5494-034-3

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the surviving new corporation: USF Worldwide Inc.
acquiring
(b) It shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger consolidation is as follows: See attached Plan of Merger
exchange

EXPEDITED
DEC 2 1999
SECRETARY OF STATE

EXPEDITED
DEC 10 1999
SECRETARY OF STATE

5. Plan of ^{merger} consolidation exchange was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

USF Seko Worldwide Inc.

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated November 11, 1999
 (Month & Day) (Year)
 attested by Richard C. Pagano
 (Signature of Secretary or Assistant Secretary)
 Richard C. Pagano, Secretary
 (Type or Print Name and Title)

USF Seko Worldwide Inc.
 (Exact Name of Corporation)
 by Daniel Para
 (Signature of President or Vice President)
 Daniel Para, President
 (Type or Print Name and Title)

Dated November 11, 1999
 (Month & Day) (Year)
 attested by Richard C. Pagano
 (Signature of Secretary or Assistant Secretary)
 Richard C. Pagano, Secretary
 (Type or Print Name and Title)

USF Worldwide Inc.
 (Exact Name of Corporation)
 by Michael Simpson
 (Signature of President or Vice President)
 Michael Simpson, Vice President
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)
 attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)
 by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

C-195.8

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is entered into on this 11th day of November, 1999 by USF Seko Worldwide Inc. ("Acquired Corporation"), a corporation incorporated under the laws of Illinois and USF Worldwide Inc. ("Surviving Corporation"), a corporation incorporated under the laws of Delaware.

ARTICLE I PLAN OF MERGER

Adoption of Plan

1.01. A plan of merger of Acquired Corporation and Surviving Corporation under the laws of Illinois is adopted as follows:

- (a) On the effective date of the merger, Acquired Corporation will be merged into Surviving Corporation, to do business and be governed by the laws of Delaware.
- (b) Surviving Corporation's name will be: USF Worldwide Inc.
- (c) When this Plan becomes effective, the existence of Acquired Corporation as a distinct entity will cease. At that time, Surviving Corporation will succeed to all the rights, title, and interests to all property owned by Acquired Corporation, without reversion or impairment, without any further act, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances on the property. Surviving Corporation also will be subject to all the debts and obligations of Acquired Corporation as the primary obligor, except as otherwise provided by law or contract, and only Surviving Corporation will be liable for the debt or obligation.
- (d) Surviving Corporation will carry on business with the assets of the parties to the merger as these corporations existed immediately prior to the merger.
- (e) The shareholders of Acquired Corporation will surrender all of their shares in the manner set forth in this Plan.
- (f) Surviving Corporation is a one hundred percent (100%) owned subsidiary of the Acquired Corporation. Therefore, all of the outstanding shares of Acquired Corporation shall be canceled and no shares of the Surviving Corporation shall be issued in exchange thereof. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

Effective Date

1.02. The effective date of the merger ("Effective Date"), will be the date when a certificate of merger is issued by the secretary of state.

ARTICLE 2 REPRESENTATIONS AND WARRANTIES

Acquired Corporation

2.01. As a material inducement to Surviving Corporation to execute this Plan and perform its obligations under this Plan, Acquired Corporation represents and warrants to Surviving Corporation as follows:

(a) Acquired Corporation is a corporation duly organized, validly existing, and in good standing under the laws of Illinois, with corporate power and authority to own, lease, and operate property and carry on its business as it is now being conducted. A copy of the articles of incorporation and the bylaws of Acquired Corporation, including all amendments effective as of the date of this Plan, have been delivered to Surviving Corporation, and are complete and correct.

(b) Acquired Corporation has furnished Surviving Corporation with all necessary financial information.

(c) Acquired Corporation as of the date of this Plan has one class of shares, specifically, shares of common stock. As of the date of this Plan, 102 shares of the common stock are validly issued and outstanding, fully paid, and nonassessable.

2.02. As a material inducement to Acquired Corporation to execute and perform its obligations under this plan, Surviving Corporation represents and warrants to Acquired Corporation as follows:

Surviving Corporation is a corporation duly organized, validly existing, and in good standing under the laws of Delaware, with corporate power and authority to own property and carry on its business as it is now being conducted. Surviving Corporation is qualified to transact business as a foreign corporation and is in good standing in all jurisdictions in which its principal properties are located and business is transacted, or is not required to be qualified as a foreign corporation to transact business in any other jurisdiction.

Securities Law

2.03. If applicable, the parties to the merger warrant to arrange mutually for and manage all necessary procedures under the requirements of federal and Illinois and Delaware securities laws and the related supervisory commissions to ensure that this Plan is properly processed to comply with all federal and state registration requirements, or to take full advantage of any lawful and applicable exemptions from registration.

ARTICLE 3

TERMS, CONDITIONS, AND PROCEDURES PRIOR TO EFFECTIVE DATE

Submission to Shareholders and Filing

3.01. This Plan will be submitted for approval separately to the shareholders of the merging parties in the manner provided by the laws of Illinois and the state of Delaware.

Interim Conduct of Business

3.02. Pending consummation of the merger, each of the parties to the merger will carry on its business in substantially the same manner as prior to the date of this Plan and will use its best efforts to maintain its business organization intact, to retain its present employees, and to maintain its good will in relationships with suppliers and others transacting business with the entity.

ARTICLE 4

CONVERSION OF SHARES

Conversion of Shares

4.01. The holders of shares of Acquired Corporation will surrender their shares to the secretary of the Surviving Corporation promptly after the Effective Date. Surviving Corporation is a one hundred percent (100%) owned subsidiary of the Acquired Corporation. Therefore, all of the outstanding shares of Acquired Corporation shall be canceled and no shares of the Surviving Corporation shall be issued in exchange thereof. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

ARTICLE 5

DIRECTORS AND OFFICERS

Directors and Officers of Surviving Corporation

5.01. On the Effective Date, the directors and principal officers of Surviving Corporation shall remain those directors and principal officers serving prior to the Effective Date of the merger.

ARTICLE 6
ARTICLES OF INCORPORATION AND BYLAWS

Articles of Incorporation of Surviving Corporation

6.01. Surviving Corporation's articles of incorporation, as existing on the Effective Date, will continue in full force until amended as provided in the surviving corporation's articles or bylaws.

ARTICLE 7
ABANDONMENT

Circumstances Allowing Termination and Abandonment

7.01. Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Board of Directors of either the Acquired Corporation or Surviving Corporation at any time prior to the time that this merger filed with the Illinois Secretary of State becomes effective. This Plan may be amended by the Board of Directors of either the Acquired Corporation or Surviving Corporation at any time prior to the time that this merger is filed with the Illinois Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Plan by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Plan if such alteration or change would adversely affect the holders of any class or series thereof of either the Acquired Corporation or Surviving Corporation.

ARTICLE 8
ENFORCEMENT AND INTERPRETATION

Further Assurances and Assignments

8.01. Acquired Corporation agrees that when requested by Surviving Corporation or by its successors or assigns, Acquired Corporation will execute and deliver or cause to be executed and delivered all deeds and other instruments necessary to consummate the transaction that is the subject of this Plan. Acquired Corporation also agrees to take or cause to be taken any further actions, assignments, or assurances that are necessary to vest, perfect, and conform title of Surviving Corporation to all the property, rights, privileges, powers, and franchises referred to in Article 1 of this Plan, and otherwise necessary to carry out the intent and purposes of this Plan.

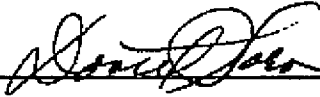
Entire Agreement and Counterparts

8.02. This instrument and any exhibits attached to and incorporated into the instrument

contain the entire agreement between the parties with respect to the transaction contemplated by this Plan. It may be executed in any number of counterparts; however, all counterparts taken together will constitute one original.

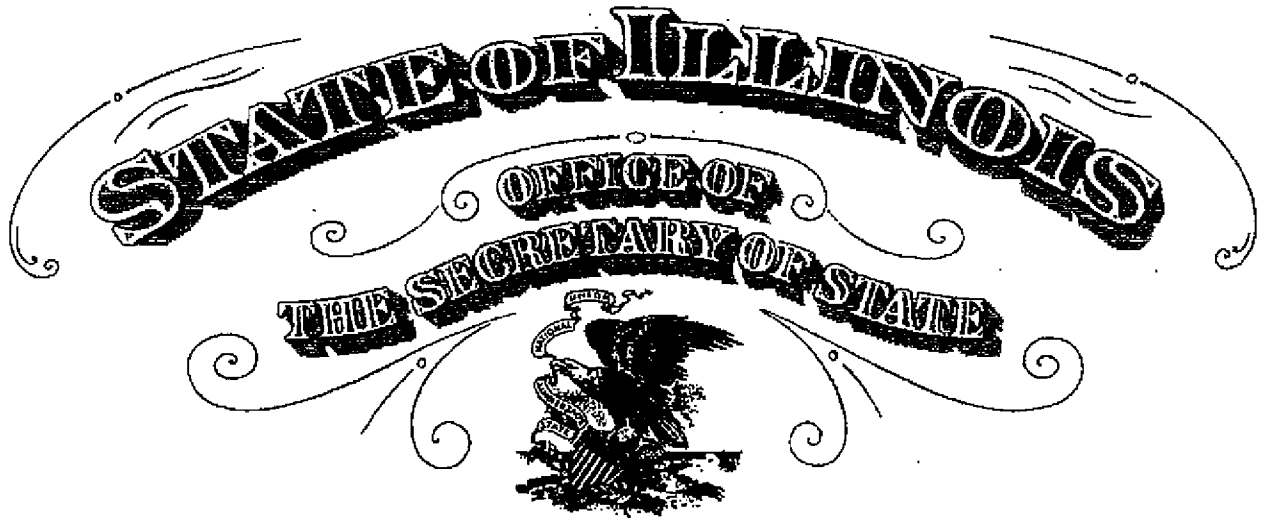
EXECUTED this 11th day of November, 1999.

**USF SEKO WORLDWIDE INC.,
an Illinois corporation**

By: 
Name: Daniel Para
Title: President

**USF WORLDWIDE INC.,
a Delaware corporation**

By: 
Name: Michael R. Simpson
Title: Executive Vice President



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 9 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR USF SEKO WORLDWIDE INC..



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 16TH day of JANUARY A.D. 2009

Jesse White

SECRETARY OF STATE

Authentication #: 0901601625

Authenticate at: <http://www.cyberdriveillinois.com>