

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM328034

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	04/30/1968

CONVEYING PARTY DATA

NEW JERSEY

Name	Formerly	Execution Date	Entity Type
Union Tank Car Company		04/30/1968	CORPORATION: DELAWARE
Untaco Inc.		04/30/1968	CORPORATION: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Union Tank Car Company	04/30/1968	CORPORATION: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

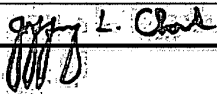
Name:	Union Tank Car Company
Street Address:	111 W. Jackson Blvd.
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	CORPORATION: ILLINOIS DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0779820	SMITH & LOVELESS

CORRESPONDENCE DATA

Fax Number: 3128762020
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-876-1800
Email: jclark@woodphillips.com
Correspondent Name: Jeffrey L. Clark
Address Line 1: 500 W. Madison St.
Address Line 2: Suite 1130
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	SMI00861T0232US
NAME OF SUBMITTER:	Jeffrey L. Clark
SIGNATURE:	/Jeffrey L. Clark/ 

OP \$40.00 0779820

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:


"UNION TANK CAR COMPANY", A NEW JERSEY CORPORATION,
WITH AND INTO "UNTACO INC." UNDER THE NAME OF "UNION TANK CAR COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1968, AT 4:30 O'CLOCK P.M.

0671008 8100M

141563880

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1978068

DATE: 12-19-14

TRADEMARK
REEL: 005441 FRAME: 0084

AGREEMENT OF MERGER
Between
UNTACO INC.
(A Delaware Corporation)
And
UNION TANK CAR COMPANY
(A New Jersey Corporation)

AGREEMENT OF MERGER made and entered into this 25th day of January, 1968 (herein called the "Agreement") by and between Union Tank Car Company, a corporation of the State of New Jersey (herein called the "New Jersey Company") and the directors thereof, and Untaco Inc., a corporation of the State of Delaware (herein called the "Delaware Company" or the "Surviving Company") and the directors thereof, said corporations being hereinafter sometimes referred to jointly as the "Constituent Companies":

WHEREAS, the registered office of the New Jersey Company is at No. 15 Exchange Place, in the City of Jersey City, County of Hudson and State of New Jersey and the name of the agent in charge thereof and upon whom process against the New Jersey Company may be served is The Corporation Trust Company; and

WHEREAS, the registered office of the Delaware Company is located at 100 West Tenth Street, City of Wilmington, County of New Castle, Delaware, and The Corporation Trust Company is the agent in charge thereof and upon whom process against the Delaware Company may be served; and

WHEREAS, the New Jersey Company has an authorized capital stock of six million (6,000,000) shares, all without nominal or par value of which three million six hundred forty-six thousand, five hundred sixty-eight (3,646,568) shares are duly issued as of the date hereof (including one hundred twelve thousand, one hundred sixty-eight (12,168) shares held in its treasury); and

WHEREAS, the Delaware Company has an authorized capital stock of one thousand (1,000) shares of Common Stock of the par value of \$1 per share all of which are issued to the New Jersey Company; and

WHEREAS, the Board of Directors of the New Jersey Company and the Board of Directors of the Delaware Company deem it advisable and for the general welfare of said corporations and the stockholders of each thereof that such corporations merge under and pursuant to the provisions of Title 14 of the Revised Statutes of New Jersey and the General Corporation Law of the State of Delaware and the Board of Directors of each of such corporations has, by resolutions duly adopted, approved this Agreement signed by all the directors of each of such corporations or a majority thereof and the Board of Directors of the New Jersey Company has directed that the Agreement be submitted to a vote of the stockholders at the next annual meeting of stockholders called to be held on April 10, 1968 or any adjournment thereof and the Board of Directors of the Delaware Company has directed that this Agreement be submitted to a vote of the stockholders at a special meeting of said stockholders to be held on April 10, 1968, for the purpose of taking this Agreement into consideration;

NOW THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree that in accordance with the provisions of Title 14 of the Revised Statutes of New Jersey and of the General Corporation Law of the State of Delaware, the New Jersey Company shall be and hereby is, at the effective date of this Agreement, merged into the Delaware Company, which shall be the Surviving Company, and the Delaware Company shall merge and hereby does merge, at the effective date of this Agreement, into itself the New Jersey Company, and that the terms and conditions of such merger, the mode of carrying it into effect, the manner of converting the shares of each of the corporations into shares or securities of the Surviving Company and other details and provisions deemed necessary or proper are and shall be as herein set forth.

ARTICLE I

Upon the merger becoming effective in accordance with the laws of the States of Delaware and New Jersey:

1. The Constituent Companies shall be a single company, which shall be the Delaware Company as the Surviving Company and the separate existence of the New Jersey Company shall cease except to the extent provided by the laws of the State of New Jersey in the case of a corporation after its merger into another corporation.

2. The Surviving Company shall possess all the rights, privileges, powers, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Companies; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Companies, shall be taken and deemed to be transferred and vested in the Surviving Company without further act or deed; and the title in all real estate, or any interest therein, vested in either of the Constituent Companies shall not revert nor be in any way impaired by reason of the merger.

3. The Surviving Company shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Companies; and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted to judgment as if the merger had not taken place, or the Surviving Company may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by the merger.

4. The assets, liabilities, reserves and accounts of the Constituent Companies shall be recorded on the books of the Surviving Company at the amounts at which they, respectively, shall then be carried on the books of said Constituent Companies subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

5. All corporate acts, plans, policies, contracts, approvals and authorizations of the New Jersey Company, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect to the New Jersey Company. The officers and employees of the New Jersey Company shall become the officers and employees of the Surviving Company and continue to be entitled to the same rights and benefits which they enjoyed as officers and employees of the New Jersey Company.

6. The By-Laws of the Delaware Company shall be and constitute the By-Laws of the Surviving Company, until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation and said By-Laws.

7. The directors and officers of the New Jersey Company in office immediately prior to the merger shall be the first directors and officers of the Surviving Company and shall hold office until their successors are chosen or appointed. Subject to their having been duly elected in accordance with the By-Laws of the New Jersey Company, the number, names, and post-office addresses of such directors and officers are as follows:

<u>Names</u>	<u>Post Office Address</u>
Benoit Archambault, Director	111 W. Jackson Blvd., Chicago, Illinois 60604
William B. Brandler, Director, Vice President, Secretary	111 W. Jackson Blvd., Chicago, Illinois 60604
Emmett H. Mann, Director, Executive Vice President	111 W. Jackson Blvd., Chicago, Illinois 60604
Robert D. McEvers, Director, Vice President	111 W. Jackson Blvd., Chicago, Illinois 60604
J. W. Van Gorkom, Director, President	111 W. Jackson Blvd., Chicago, Illinois 60604
W. Allen Wallis, Director	111 W. Jackson Blvd., Chicago, Illinois 60604
Garnett V. Zwerner, Director	111 W. Jackson Blvd., Chicago, Illinois 60604
Thomas P. O'Boyle, Vice President, Treasurer	111 W. Jackson Blvd., Chicago, Illinois 60604
Carl W. Peterson, Controller	111 W. Jackson Blvd., Chicago, Illinois 60604

If on the effective date of the merger a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Company as the same are specified above, such vacancy may thereafter be filled in the manner provided by the By-Laws of the Surviving Company.

ARTICLE II

The Certificate of Incorporation of the Surviving Company shall be the Certificate of Incorporation of the Delaware Company, except that upon the effective date of the merger Articles I and IV thereof shall be and hereby are by this Agreement amended:

(a) By striking out Article I in its entirety and substituting in lieu thereof a new Article I reading as follows:

"ARTICLE I

The name of the Company is UNION TANK CAR COMPANY."

(b) By striking out only the last paragraph of Article IV and substituting in lieu of such paragraph the following two paragraphs:

"ARTICLE IV

The total number of shares which the Company shall have authority to issue is twelve million (12,000,000) of which ten million (10,000,000) shall be Common Stock with par value of \$1 per share and two million (2,000,000) shall be Preferred Stock without par value.

The Preferred Stock shall be issued from time to time in one or more series consisting of such number of shares (which number may be increased or decreased, but not below the number of shares thereof then outstanding, from time to time by action of the Board of Directors) and with such distinctive serial designations and (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, at such price or prices or at such rate of exchange, and with such adjustments; and (f) may have such other relative, participating, optional or special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of each such series of Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby expressly vested in the Board of Directors."

The Certificate of Incorporation of the Delaware Company, as hereinabove amended, shall constitute the composite Certificate of Incorporation of the Surviving Company until further amended in the manner provided by law, and is set forth in Exhibit A-1 hereto and made a part of this Agreement with the same force and effect as if set forth in full herein. The Certificate of Incorporation as set forth in said Exhibit A-1 and separate and apart from this Agreement may be certified separately as the Certificate of Incorporation of the Surviving Company.

ARTICLE III

The manner of converting the capital stock or shares of the Constituent Companies into stock or shares of the Surviving Company shall be as follows:

1. Each share of the capital stock, without par value, of the New Jersey Company issued and outstanding at the effective date of the merger, and each share held in its treasury and all rights in respect

thereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted, upon the merger becoming effective, into one share of common stock of the par value of \$1 per share of the Surviving Company. Outstanding certificates representing shares of the capital stock of the New Jersey Company, shall thenceforth represent the same number of shares of Common Stock of the Surviving Company, and the holder thereof shall have precisely the same rights which he would have if such certificates had been issued by the Surviving Company. Upon the surrender of any such certificate to the Surviving Company at the office of its transfer agent, the transferee or other holder of the certificate surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Company.

2. Upon the merger becoming effective, the shares of Common Stock of the par value of \$1 per share of the Delaware Company which shall be outstanding immediately prior to the effective date of the merger shall be cancelled and retired, and no new shares of stock or other securities of the Surviving Company shall be issuable with respect thereto.

ARTICLE IV

If at any time the Surviving Company shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Company the title to any property or rights of the New Jersey Company, the proper officers and directors of the New Jersey Company shall, and will, execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Agreement.

ARTICLE V

This Agreement shall be submitted to the stockholders of each of the Constituent Companies as provided by law, and shall take effect, and be the Agreement of Merger of said corporations, after approval or adoption thereof by the stockholders of each of the Constituent Companies in accordance with the laws of the States of New Jersey and Delaware, and upon the execution, filing, and recording of such documents as shall be required for accomplishing the merger under the laws of the States of New Jersey and Delaware.

ARTICLE VI

Anything herein or elsewhere to the contrary notwithstanding, this Agreement and the merger may be terminated and abandoned by the New Jersey Company by appropriate resolution of its Board of Directors at any time prior to the merger becoming effective, notwithstanding approval of the Agreement by the stockholders of both of the Constituent Companies. In the event of the termination and abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article VI, this Agreement shall become void and have no effect, without any liability on the part of either of the Corporations or the stockholders or directors or officers thereof.

ARTICLE VII

This Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

In Witness Whereof, this Agreement has been signed by a majority of the directors of each of the Constituent Companies and each of the Constituent Companies has caused its corporate seal to be hereunto affixed and attested by the signature of its Secretary or an Assistant Secretary, all as of the day first above written.

William B. Browder W. B. Mease
Rednealham

Directors of Entaco Inc.
(a Delaware Corporation)

(CORPORATE SEAL)



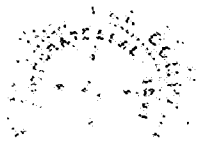
ATTEST:
Rednealham - Secy.

Robert D. McEwen
W. B. Mease
W. B. Mease
W. B. Mease
W. B. Mease

Directors of Union Tank Car Company
(a New Jersey Corporation)

(CORPORATE SEAL)

ATTEST:
William B. Browder, Secretary



IN WITNESS WHEREOF Delaware Company and the New Jersey Company, pursuant to the approval and authority duly given to resolutions adopted by their respective boards of directors have caused this Agreement of Merger to be further executed by the Vice President and the Assistant Secretary of Union Tank Car Company, and the President and Secretary of Untaco Inc., and the corporate seals affixed, all as of the day and year first above written.

ATTEST:

By W. B. Moore
(W. B. Moore, Assistant Secretary)

(Corporate Seal)

UNION TANK CAR COMPANY
(a New Jersey corporation)

By William B. Browder
(William B. Browder, Vice President)

ATTEST:

By R. D. Needham
(R. D. Needham, Secretary)

(Corporate Seal)

UNTACO INC.
(a Delaware corporation)

By William B. Browder
(William B. Browder, President)

The undersigned, R. D. Needham, Secretary of Untaco Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Union Tank Car Company, a corporation of the State of New Jersey, was duly adopted by the written consent of the sole stockholder holding one thousand (1000) shares of stock of the corporation, same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the sole stockholder of said Untaco Inc., and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said Untaco Inc. on this 10th day of April, 1968.

(Corporate Seal)

R. D. Needham
(R. D. Needham, Secretary)

The undersigned, W. B. Moore, Assistant Secretary of Union Tank Car Company, a corporation organized and existing under the laws of the State of New Jersey, hereby certifies as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Untaco Inc., a corporation of the State of Delaware, was duly adopted by the affirmative vote of the holders of more than two-thirds of the issued and outstanding shares of said corporation.

Bears my hand and the seal of Union Tank Car Company on this 10th day of April, 1968.

(CORPORATE SEAL)

W. B. Moore

(W. B. Moore, Assistant Secretary)

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the provisions of the Revised Statutes of New Jersey, the Vice President and Assistant Secretary of Union Tank Car Company, and the President and Secretary of Untaco Inc., do hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and the stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 10th day of April, 1968.

UNION TANK CAR COMPANY
(a New Jersey corporation)

ATTEST:

By: W. B. Moore
(W. B. Moore, Assistant Secretary)

By: William B. Browder
(William B. Browder, Vice President)

(CORPORATE SEAL)

UNTACO Inc.
(a Delaware corporation)

ATTEST:

By: R. B. Neatham
(R. B. Neatham, Secretary)


By: William B. Browder
(William B. Browder, President)

(CORPORATE SEAL)

STATE OF ILLINOIS }
COUNTY OF COOK } ss:

BE IT REMEMBERED that on this 10th day of April, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, William B. Browder, President of Untaco Inc., a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

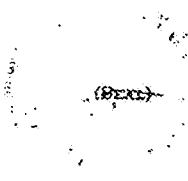
A circular notary seal for Cook County, Illinois, with the text "NOTARY PUBLIC" and "COOK COUNTY, ILLINOIS" around the perimeter and "(SEAL)" in the center.
Mary Gene Napoleon
Notary Public
Cook County, Illinois

My Commission Expires: Nov. 12, 1968

STATE OF ILLINOIS }
COUNTY OF COOK } ss:

BE IT REMEMBERED that on this 10th day of April, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, William B. Browder, Vice President of Union Tank Car Company, a corporation of the State of New Jersey, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

A circular notary seal for Cook County, Illinois, with the text "NOTARY PUBLIC" and "COOK COUNTY, ILLINOIS" around the perimeter and "(SEAL)" in the center.
Mary Gene Napoleon
Notary Public
Cook County, Illinois

My Commission Expires: Nov. 12, 1968

AMENDED CERTIFICATE OF INCORPORATION
OF
UNION TANK CAR COMPANY
AS AMENDED BY AGREEMENT OF MERGER

Dated January 25, 1968

ARTICLE I

The name of the Company is UNION TANK CAR COMPANY.

ARTICLE II

The registered office of the Company is to be located at 100 West Tenth Street, Wilmington, County of New Castle, State of Delaware. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is:

To carry on and conduct any and every kind of manufacturing, distribution and service business; to manufacture, process, fabricate, rebuild, service, purchase or otherwise acquire, to design, invent or develop, to import or export, and to distribute, lease, sell, assign or otherwise dispose of and generally deal in and with raw materials, products, goods, wares, merchandise and real and personal property of every kind and character; and to provide services of every kind and character.

To conduct any lawful business, to exercise any lawful purpose and power, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Company.

ARTICLE IV

The total number of shares which the Company shall have authority to issue is twelve million (12,000,000), of which ten million (10,000,000) shall be Common Stock with par value of \$1 per share and two million (2,000,000) shall be Preferred Stock without par value.

The Preferred Stock shall be issued from time to time in one or more series consisting of such number of shares (which number may be increased or decreased, but not below the number of shares thereof then outstanding, from time to time by action of the Board of Directors) and with such distinctive serial designations and (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such times or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions, and at such times, and (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, at such price or prices or at such rate of exchange, and with such adjustments; and (f) may have such other relative, participating, optional or special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of each such series of Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby expressly vested in the Board of Directors.

Each share of the Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the stockholders of the Company, on all propositions before such meetings.

The number of authorized shares of any class of stock of the Company may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote without regard to class.

Shares of stock of any class now or hereafter authorized may be issued by the Company from time to time for such consideration (not less than the par value thereof if there be a par value) as shall be fixed from time to time by the Board of Directors of the Company. Any and all shares of stock so issued for which the consideration so fixed has been paid or delivered to the Company shall be declared and taken to be fully paid stock and shall not be liable to any further call or assessments thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares. Subscriptions to, or the purchase price of, shares of stock of the Company may be paid for, wholly or partly, by cash, by labor done, by personal property, or by real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Directors as to the value of such labor, property, real estate or leases thereof shall be conclusive.

Any and all right, title, interest and claim in or to any dividends declared by the Company, whether in cash, stock or otherwise, which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed dividends in the possession of the Company, its transfer agents or other agents or depositaries, shall at such time become the absolute property of the Company, free and clear of any and all claims of any person or entity whatsoever.

ARTICLE V

The name and mailing address of the incorporator is William B. Browder, 111 West Jackson Boulevard, Chicago, Illinois 60604.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized at any regular or special meeting thereof, without stockholder approval:

1. To make by-laws for the Company, and to amend, alter or repeal any by-laws.
2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Company.

3. To authorize the borrowing of money; the issuance of bonds, notes, debentures and other obligations or evidences of indebtedness of the Company, secured or unsecured, and the inclusion of provisions as to redeemability and convertibility into shares of stock of the Company or otherwise.

4. To authorize the purchase or other acquisition of shares of stock of the Company or any of its bonds, debentures, notes or other securities or evidences of indebtedness.

5. To determine from time to time whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account book or document of the Company, except as conferred by statute or authorized by the Board of Directors, or by resolution of the stockholders.

6. To set apart out of the funds of the Company available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

7. To designate one or more committees, each committee to consist of two or more directors of the Company. The Board of Directors may designate one or more of the directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the By-Laws of the Company, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers which may require it; provided, however, the By-Laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

8. To sell, lease or exchange all or substantially all of the property and assets of the Company, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Company, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

9. To provide indemnification to the full extent permitted by Delaware law, it being the policy of this Company to safeguard its directors, officers, management and employees from expense and liability for actions they take in good faith in furtherance of the interest of the Company and its stockholders.

ARTICLE VII

The number of directors of the Company shall be fixed from time to time by, or in the manner provided in, its By-Laws and may be increased or decreased as therein provided. Election of directors need not be by ballot unless the By-Laws so provide. The directors of the Company shall be elected annually by the stockholders and shall hold office until their respective successors are duly elected and qualified. The By-Laws may prescribe the numbers of directors necessary to constitute a quorum.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Company may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Company. Any corporate action upon which a vote of stockholders is re-

quired or permitted may be taken without a meeting and vote of stockholders with the written consent of stockholders having not less than a majority of the total number of votes entitled to be cast upon the action, or such larger percentage required by statute, if a meeting were held. Prompt notice shall be given to all stockholders of the taking of corporate action without a meeting by less than unanimous written consent.

ARTICLE IX

The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator heretofore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 7th day of January, 1968.


William B. Browder

STATE OF ILLINOIS }
COUNTY OF COOK } ss:

BE IT REMEMBERED that on this 7th day of January A.D. 1968, personally came before me, a Notary Public for the State of Illinois, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be the act and deed of the signer and that the facts stated therein are true.

Given under my hand and seal of office the day and year aforesaid.

Wm. S. [Signature]
Notary Public
My Commission Expires October 31, 1970



Certificate of Agreement of Merger of the "UNION TANK CAR COMPANY",
a corporation organized and existing under the laws of the State of New Jersey,
merging with and into the "UNTACO INC.",
a corporation organized and existing under the laws of the State of Delaware,
under the name of "UNION TANK CAR COMPANY",
as received and filed in this office the thirtieth day of April,
A.D. 1968, at 4:30 o'clock P.M.;

And I do hereby further certify that the aforesaid Corporation shall be
governed by the laws of the State of Delaware.