

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM552277

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GENCO DISTRIBUTION SYSTEM, INC.		01/09/2017	Corporation: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC.		
<b>Street Address:</b>	700 Cranberry Woods Drive		
<b>City:</b>	Cranberry Township		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	16066		
<b>Entity Type:</b>	Corporation: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2500884	D-LOG	
<b>Registration Number:</b>	2500885	R-LOG	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4123942555		
<i>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.</i>			
<b>Phone:</b>	4123947767		
<b>Email:</b>	traip@clarkhill.com		
<b>Correspondent Name:</b>	Paul D. Bangor, Jr., Esquire		
<b>Address Line 1:</b>	301 Grant Street, 14th Floor		
<b>Address Line 2:</b>	One Oxford Center		
<b>Address Line 4:</b>	Pittsburgh, PENNSYLVANIA 15219		
<b>ATTORNEY DOCKET NUMBER:</b>	RE001648 & RE1649		
<b>NAME OF SUBMITTER:</b>	Paul D. Bangor, Jr.		
<b>SIGNATURE:</b>	/Paul D. Bangor, Jr./		
<b>DATE SIGNED:</b>	12/06/2019		
<b>Total Attachments: 6</b>			
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PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to:  <b>cls-ctharrisburgfulfillment @wolterskluwer.com</b>  10319579 SOPA34	<b>Articles of Amendment Domestic Corporation</b>  TCO170110JD0337
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Read all instructions prior to completing. This form may be used for:

Fee: \$70

Check one:  Business Corporation (§ 1915)       Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
GENCO Distribution System, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:  
*(Complete only (a) or (b), not both)*

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o: CT Corporation System				Dauphin

3. The statute by or under which it was incorporated: Pennsylvania Business Law of 1988

4. The date of its incorporation: 07/27/1990  
(MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date (MM/DD/YYYY) Hour (if any)

2017 JAN 10 AM 9:40  
COMM OF PA  
DEPT OF STATE

DSCB:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows
- \_\_\_\_\_
- \_\_\_\_\_

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

9 day of January, 2017.

GENCO Distribution System, Inc.

\_\_\_\_\_  
Name of Corporation

  
\_\_\_\_\_  
Signature

Secretary

\_\_\_\_\_  
Title

**EXHIBIT A TO ARTICLES OF AMENDMENT**

*Fourth Amended and Restated Articles of Incorporation  
of  
FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC.*

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TRADEMARK  
REEL: 006810 FRAME: 0430

**FOURTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC.**

In compliance with the requirements or the applicable provisions of Title 15 of the Pennsylvania Consolidated Statutes (relating to corporations and unincorporated associations) the Articles of Incorporation of FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC. (the "Corporation") are hereby amended and restated to read in their entirety as follows:

**FIRST:** The name of the Corporation, as amended, is FedEx Supply Chain Distribution System, Inc.

**SECOND:** The name of the Corporation's commercial registered office provider is CT Corporation System in the County of Dauphin. For purposes of venue and official publication, the Corporation shall be deemed to be located in the County of Dauphin.

**THIRD:** The Corporation is incorporated under the provisions of the Pennsylvania Business Corporation Law of 1988, as amended from time to time.

**FOURTH:** The aggregate number of shares that the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, of no par value.

**FIFTH:** The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

**SIXTH:** Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the secretary of the Corporation. The action shall not become effective until after at least ten (10) days' written notice of the action has been given to each shareholder entitled to vote thereon who has not consented thereto.

**SEVENTH:** A director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless, as set forth in 15 Pa.C.S. §§ 1711-1718, the director has breached or failed to perform the duties of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (a) the responsibility or liability of a director pursuant to any criminal statute, or (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law. Any repeal, modification, or adoption of any provision inconsistent with this Article shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with this Article shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

**EIGHTH:** (a) (i) The Corporation shall indemnify and hold harmless to the

full extent not prohibited by law, as it exists or may be amended, interpreted, or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Corporation is permitted to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether or not by or in the right of the Corporation or otherwise (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, manager or trustee of another corporation or of a partnership, limited liability company, joint venture, trust, or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Corporation or in any other capacity on behalf of the Corporation while such person is or was serving as a director or officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

(ii) Notwithstanding the foregoing, except as provided in subpart (b) of this Article, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by that person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

(iii) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Article in advance of the final disposition of the proceeding. Such payment shall be made promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer of the Corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of that person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Corporation under this Article or otherwise.

(iv) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer of the Corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(b) If a claim for indemnification under subpart (a) of this Article is not paid in full by the Corporation within thirty (30) days after a written claim for indemnification has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall also be entitled to be

paid the expense of prosecuting such claim.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in subpart (a) of this Article and the right to payment of expenses conferred in subpart (b) of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of shareholders, vote of directors, or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office. The Corporation has the express authority to enter into such agreements or arrangements as the board of directors deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives, or agents of the Corporation in connection with their status with or services to or on behalf of the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Corporation.

(d) The Corporation may create a fund of any nature, which may be, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article or otherwise.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state.

(f) Neither the modification, amendment, alteration, or repeal of this Article or any of its provisions nor the adoption of any provision inconsistent with this Article or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration, or repeal or the adoption of such inconsistent provision.

**NINTH:** The entire board of directors or a class of the board or any individual director may be removed from office, with or without assigning any cause, by the vote of shareholders, or of the holders of a class or series of shares, entitled to cast at least a majority of the votes that all shareholders or shareholders of the class would be entitled to vote at any annual or regular election of directors or of such class of directors. In case the board or a class of the board or any one or more directors are so removed, new directors may be elected at the same meeting.

**TENTH:** These Articles of Incorporation may be amended in the manner prescribed at the time by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ELEVENTH:** Henceforth, the Articles of Incorporation of the Corporation shall not include any prior documents.

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