

06-28-01

D 7/3

07-09-2001

"Express Mail" Mailing Label Number EL805292293US  
Date of Deposit: JUN 27, 2001  
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to the Commissioner for Patents and Trademarks, Washington, D.C. 20231



101770024

0.27 01

*Rita Sulic*  
Rita Sulic

**TRADEMARKS ONLY**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE REGISTRATION OF : Penske Logistics Corp.  
FOR THE MARKS : LOGO DESIGN; and  
LEASEWAY TRANSPORTATION  
REG. NOS. : 1,159,387; 1,158,323  
REG. DATES : June 30, 1981; June 23, 1981  
ATTORNEY DOCKET NOS. : LTC 5 007; LTC 5 008

Cleveland, Ohio 44114-2518  
June 27, 2001

**RECORDATION FORM COVER SHEET**

Commissioner of Patents  
and Trademarks  
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Penske Logistics Corp.

Entity:

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware

07/06/2001 DBYRNE

00000054 1159387

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

\_\_\_\_ Other \_\_\_\_\_

2. Name and Address of receiving Party(ies):

Name: Penske Logistics LLC

Internal Address: \_\_\_\_\_

Street Address: Route 10 - Green Hills

P. O. Box 563

City: Reading

State: PA ZIP: 19603-0563

Entity:

- Individual(s) citizenship       Association  
 General Partnership       Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes       No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

- Assignment       Change of Name  
 Security Agreement       Merger

Other Conversion to Limited Liability Co. and Change of Name

Execution Date: June 8, 2001

4. Application number(s) or registration number(s).  
Additional sheet attached?  Yes  No

A. Trademark Appl. No.(s)

B. Trademark Reg. No. (s)

1,159,387; 1,158,823

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James W. McKee

Firm: Fay, Sharpe, Fagan,

Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41): \$ 65.00

Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): \_\_\_\_\_

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

FAY, SHARPE, FAGAN,  
MINNICH & MCKEE, LLP

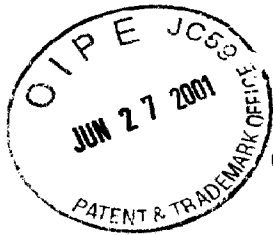


June 27, 2001

Date

Colleen R. Goss  
1100 Superior Avenue  
Seventh Floor  
Cleveland, OH 44114-2518  
(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 8



State of Delaware

Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PENSKE LOGISTICS CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PENSKE LOGISTICS CORP." TO "PENSKE LOGISTICS LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, A.D. 2001, AT 4 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3390969 8100V

010277227

AUTHENTICATION: 1180194

DATE: 06-11-01

TRADEMARK  
REEL: 002325 FRAME: 0118



06/08/01 13:05 FAX

DB&R PHILA

STATE OF DELAWARE  
SECRETARY OF STATE 003 005  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 06/08/2001  
010277227 - 3390969

J:\MYDOCUMENTS\CORPORATE\PL-CERT OF CONVERSION\06/04/01

## CERTIFICATE OF CONVERSION


OF

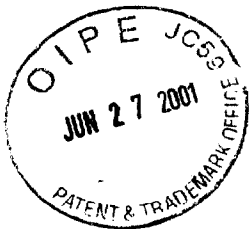
**PENSKE LOGISTICS CORP.**  
(a Delaware corporation)

It is hereby certified that:

1. The present name of the corporation (the "Corporation") is Penske Logistics Corp.
2. The name under which the corporation was originally incorporated was Penske Logistics Corp., and the date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is May 22, 2001.
3. The name of the limited liability company into which the Corporation shall be converted is "Penske Logistics LLC".
4. The conversion herein certified has been approved in accordance with the provisions of Section 18-214(h) of the Delaware Limited Liability Company Act, as amended, and 266 of the Delaware General Corporation Law.
5. A certificate of formation of Penske Logistics LLC is attached hereto and submitted for filing herewith.

Dated: June 7, 2001

  
\_\_\_\_\_  
Michael A. Duff  
Vice President and Secretary



JMM:MYDOCUMENTS/CORPORATE/PL-DE-CERT/06/04/01

**CERTIFICATE OF FORMATION  
OF  
PENSKE LOGISTICS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") formed hereby is:

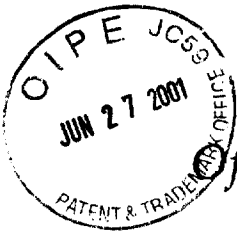
**PENSKE LOGISTICS LLC**

SECOND: The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

Executed on June 7, 2001

Logistics Holding Corp.  
Member

By: Michael A. Duff  
Michael A. Duff  
Vice President and Secretary



State of Delaware

Office of the Secretary of State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PENSKE LOGISTICS LLC" FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, A.D. 2001, AT 4 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3390969 8100V

AUTHENTICATION: 1180194

010277227  
RECORDED: 06/27/2001

TRADEMARK  
DATE: 06/27/01  
REEL: 002325 FRAME: 0121