

OMB No. 0651-0027 (exp. 6/30/2005)
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To the Hon. Commissioner of Patents & Trademarks: Please return original documents or copy thereof.

1. Name of conveying party(ies): 11-18-03
 DIRECT CONTAINER LINE, INC.

individual(s) Association
 General Partnership Limited Partnership
 Corporation – State - California
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name NACA LOGISTICS (USA) INC.
 Internal Address: _____
 Street Address: 857 E. 230th Street
 City: Carson State CA ZIP 90745

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation – State - California _____
 Other _____

If assignee is not domiciled in the United States, a domestic Representative designation is attached yes no
 (Designations must be a separate document from assignment)

Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 15, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2,210,930; 2,210,890 and 2,272,209

Additional numbers attached? Yes No

6. Total number of registrations involved: _____

7. Total fee (37 CFR 3.41).....\$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
15-0665
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name Orrick, Herrington & Sutcliffe LLP
 Internal Address: _____
 Street Address: 4 Park Plaza, Suite 1600
 City: Irvine State CA ZIP 92604
 Attn: Samuel B. Stone

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 true copy of the original document.

Samuel B. Stone [Signature] 11/12/03
 Name of Person Signing Signature Date

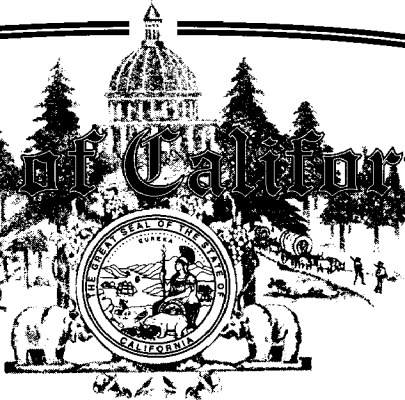
Total number of pages including cover sheet, attachments, and document: 11

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OPR/FINANCE

11/20/2003 LMIELER 0000015 150665
01 FRI 02:11
02 FRI 02:11

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the US Patent and Trademark Office, PO Box 1450, Alexandria, VA 22313-7500

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 23 2003



Kevin Shelley
Secretary of State

A0557580

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

894492

FILED *mm*

In the office of the Secretary of State
of the State of California

JAN 02 2001

Bill Jones
BILL JONES, Secretary of State

OWEN G. GLENN and PASCAL COUSTAR certify that

1. They are the president and secretary, respectively, of DIRECT CONTAINER LINE, INC., a California corporation.
2. Article First of the articles of incorporation of this corporation is amended to read in its entirety as follows:
"FIRST: That the name of the corporation is NACA LOGISTICS (USA),
INC "
3. The foregoing amendment of the articles of incorporation has been approved by the board of directors
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

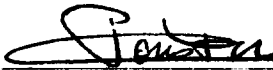
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 15, 2000.



OWEN G. GLENN, President

Dated: December 15, 2000



PASCAL COUSTAR, Secretary

[h:amdt art.dcl]

NACA LOGISTICS, Inc.

December 13, 2000

Secretary of State
Attention: Document Filing Support
1500 11th Street
Sacramento, CA 95814

Gentlepersons:

This is to inform you that NACA Logistics, Inc. has no objection to and consents to the change of corporate name requested by Direct Container Line, Inc., by which the name of Direct Container Line Inc. will be changed to NACA Logistics (USA), Inc.

Very truly yours,



David J. Miller
President & Secretary

DJM:las

444 W OCEAN BLVD, SUITE 1400
LONG BEACH, CALIFORNIA 90802
PH 562 432 4430 FAX 562 432 4506

TRADEMARK
REEL: 002866 FRAME: 0781

C 0894492 (Surv)

New
red**AGREEMENT OF MERGER**

THIS AGREEMENT OF MERGER, dated as of December 29, 2000, is entered into by and among NACA LOGISTICS (USA), INC., a California corporation ("Surviving Corporation") and BRENNAN INTERNATIONAL TRANSPORT, INCORPORATED, a California corporation, CONTERM CONSOLIDATION SERVICES (USA), INC., a California corporation, CONTERM INTERNATIONAL, INC., a Delaware corporation, and FREIGHTSOFT (USA), INC., a California corporation (collectively, "Merging Corporations").

1. Merging Corporations shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporations shall be converted to one fourth (1/4) share of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

FILED
in the office of the Secretary of State
of the State of California

JAN 26 2001

Bill Jones
BILL JONES, Secretary of State

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their respective duly authorized officers as of the date first above written

**BRENNAN INTERNATIONAL
TRANSPORT, INCORPORATED**
a California Corporation

By: [Signature]
Charles Brennan
President

By: [Signature]
Charles Brennan
Secretary

**CONTERM CONSOLIDATION SERVICES
(USA), INC.**
a California corporation

By: [Signature]
~~Robert Hackett~~ ~~David Miller~~
~~President~~ ~~Chairman of the Board~~

By: [Signature]
~~Derek Moore~~
~~Secretary~~

CONTERM INTERNATIONAL, INC.,
a Delaware corporation

By: [Signature]
David Miller
President

By: [Signature]
~~Derek Moore~~
~~Secretary~~

FREIGHTSOFT (USA), INC.
a California corporation

By: [Signature]
Biju Kewalram
President

By: [Signature]
David Miller
Secretary

NACA LOGISTICS (USA), INC.
a California corporation

By: [Signature]
Owen Glenn
President

By: [Signature]
Pascal Coustar
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Owen Glenn and Pascal Coustar certify that:


1. They are the president and the secretary, respectively, of NACA Logistics (USA), Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole shareholder of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 2,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 29, 2000



Owen Glenn, President



Pascal Coustar, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Charles Brennan certifies that:

1. He is the president and the secretary of Brennan International Transport, Incorporated, a California corporation
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole shareholder of the corporation
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 4,260

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: December 29, 2000



Charles Brennan, President



Charles Brennan, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

David Miller and Derek Moore certify that:

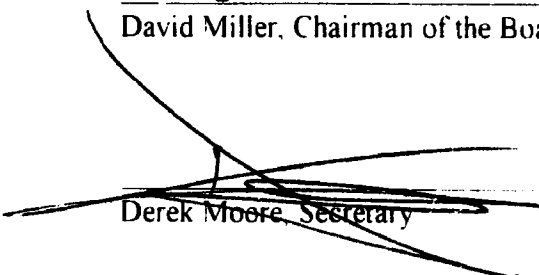
1. They are the Chairman of the Board and the Secretary, respectively, of Conterm Consolidation Services (USA), Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole shareholder of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 14,434.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 29, 2000



David Miller, Chairman of the Board



Derek Moore, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

David Miller and Derek Moore certify that:

1. They are the president and the secretary, respectively, of Conterm International, Inc., a Delaware corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole shareholder of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 29, 2000



David Miller, President



Derek Moore, Secretary

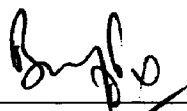
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Biju Kewalram and David Miller certify that

1. They are the president and the secretary, respectively, of Freightsoft (USA), Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole shareholder of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,800

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge

DATE: December 29, 2000



Biju Kewalram, President



David Miller, Secretary

