

08/20/2004  
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FORM PTO-1594 (7/97)		RECORDATION FORM COVER SHEET <b>TRADEMARKS ONLY</b>		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies):  ServiceCraft, LLC  Entity: <u>Delaware Limited Liability Company</u>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies):  Name: <u>ServiceCraft, LLC</u>  Address: <u>6565 Knott Avenue</u>  <u>Buena Park, CA 90620</u>  Entity: <u>Delaware Limited Liability Company</u>  If assignee is not domiciled in the United States, an appointment of domestic representative is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance:  <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Correction of Erroneously Filed Merger  Date: <u>08/18/2004</u>					
4. Application or Registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s)  <p style="text-align: center;"><b>2,393,454</b></p> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed:  Please send the recorded assignment back by fax to 312-258-5700 to the attention of:  Chris L. Bollinger Schiff Hardin LLP P.O. Box 06079 Chicago, IL 60606-0079 cbollinger@schiffhardin.com  Ref. No.(s): <u>30192-0000</u>			6. Total number of trademark applications and registrations involved: <u>1</u>  7. Total Fee (37 CFR 3.41) ..... <u>\$40.00</u>  Authorization is given to charge the deposit account for the above fee and any additional fees required or to credit any overpayment.  8. Deposit Account Number: <u>19-0409</u>		
DO NOT USE THIS SPACE					
9. Statement and signature: <i>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.</i>  Chris L. Bollinger _____ August 20, 2004 Name of Person Signing Signature Date (312) 258-5724  Total number of pages including cover sheet and attached documents: <u>4</u>					
Mail documents to be recorded and required cover sheet information to: By Fax: 703/308-6995 Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231					

CH11417423.1

FROM : ADH PATENT SERVICES, INC.

PHONE NO. : 703 414 0033

Jul. 08 2004 02:03PM P2

2-13-02

EXPRESS MAIL NO.: EL 501 742 714 US

FORM PTO-1594 1-31-02		02-22-2002		SHEET 1/1		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
To the Honorable Commission				of the attached original documents or copy thereof.			
101991064				DC 20231			
1. Name of conveying party(ies): ServiceCraft, LLC <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation - California <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				2. Name and address of receiving party(ies): Name: <u>ADJ Logistics, LLC</u> Internal Address: <u>935 West 175<sup>th</sup> Street</u> <u>Homewood, Illinois 60430-2028</u> City <u>        </u> State <u>        </u> ZIP <u>        </u> <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: <u>December 31, 2001</u>							
4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark registration No.(s) <u>2,393,454</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
5. Name and address of party to whom correspondence concerning document should be mailed: <u>PENNIE &amp; EDMONDS LLP</u> <u>1155 Avenue of the Americas</u> <u>New York, NY 10035</u> Attn: <u>Jennifer A. Hamilton</u> File No.: <u>010148-0010-999</u>				6. Total number of applications and registrations involved: <u>1</u> 7. Total fee (37 CFR 3.41): <u>\$ 40</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>			
DO NOT USE THIS SPACE							
9. Statement and signature: <i>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.</i> <u>Jennifer A. Hamilton</u> Reg. No. _____ Signature _____ Date <u>February 11, 2002</u> Total number of pages comprising cover sheet: _____							

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

02/22/2002 0000046 161150 2393454

TRADEMARK

REEL: 002934 FRAME: 0145

ServiceCraft surviving, on December 31, 1999. That merger is recorded at reel/frame 2447/0512.

3. The cover sheet for the Recorded Document (recorded at reel/frame 2447/0517) contains incorrect information identifying the Recorded Document as a merger affecting ServiceCraft. Examination of the Recorded Document attached to the cover sheet shows that it does not reflect any such merger, and in fact the document does not even mention ServiceCraft.

4. ServiceCraft never merged into ADS Logistics, LLC ("ADS") and continues to be a separate entity, in good standing, as of the date of this declaration. ADS is actually a sister company to ServiceCraft. Both ServiceCraft and ADS are directly or indirectly, owned or controlled by the same shareholders. ADS is not, and has never been, the owner of the Registration.

5. To my knowledge and belief, neither ServiceCraft nor its affiliates submitted the Recorded Document to the United States Patent & Trademark Office for recording (the "Office"). To my knowledge and belief, that document was submitted by Societe Generale ("SG"), a lender who provided credit to May Logistics Services, Inc., on behalf of ADS and ServiceCraft in 2001 (and recorded against the Registration a security interest in its favor at reel/frame 2448/0759).

6. As ServiceCraft has not merged into ADS, and the Recorded Document was incorrectly recorded as reflecting that fact, I hereby request that the Office correct the chain of title to the Registration. In addition, as ADS has never been an owner of the Registration, the security interest in favor of SG, recorded at reel/frame 2448/0759, has also been improperly recorded against the Registration and should be corrected.

7. I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true and that these statements were made under the penalty of perjury.


8. Registrant hereby appoints Chris L. Bollinger and the law firm of Schiff Hardin LLP, its attorneys to file this Request to Correct Title and to transact all business in the Office in connection therewith.

Signed at Homewood, Illinois  
this 16<sup>th</sup> day of August, 2004

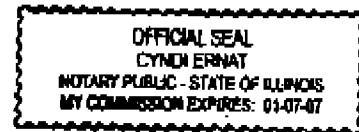
  
Patrick Sullivan  
Vice President & Asst. Secretary

STATE OF ILLINOIS     )  
COUNTY OF COOK        )

Subscribed and sworn to before me this 16<sup>th</sup>  
day of August, 2004

  
Notary Public

CH114161183.3



FROM : ADH PATENT SERVICES, INC.

PHONE NO. : 703 414 0033

Jul. 08 2004 02:04PM P3

- AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made as of December 31, 2001 by and among ADS Logistics, LLC, a Delaware limited liability company ("Logistics"), Area Transportation Company, an Illinois corporation ("ATC"), Freight Connections International, Ltd., an Illinois corporation ("FCI"), Independent Contractor Services, Inc., an Illinois corporation ("ICS"), Roll & Hold Warehousing & Distribution Corp., an Illinois corporation ("R&H"), and Western Intermodal Services, Ltd., an Illinois corporation ("WISL") (ATC, FCI, ICS, R&H and WISL collectively, the "Corporate Subsidiaries"). Logistics, ATC, FCI, ICS, R&H and WISL are each a wholly-owned subsidiary of Alternative Distribution Systems, Inc., a Delaware corporation ("ADS").

RECITAL

The Board of Managers of Logistics and the Board of Directors of the Corporate Subsidiaries and ADS have determined that it is advisable for the Corporate Subsidiaries to merge with and into Logistics.

AGREEMENT

The parties therefore agree as follows:

1. The Merger. At the Effective Time (as defined in Section 3 hereof), in accordance with this Agreement, the Limited Liability Company Act of the State of Delaware (the "DLLCA"), and the Business Corporation Act of 1983 of the State of Illinois (the "BCA"), the Corporate Subsidiaries shall merge with and into Logistics (the "Merger"), the separate corporate existence of each of the Corporate Subsidiaries shall cease and Logistics shall continue as the surviving company. Logistics, in its capacity as the company surviving the Merger, is sometimes referred to herein as the "Surviving Company," and Logistics and the Corporate Subsidiaries are sometimes referred to collectively herein as the "Constituent Companies."

2. Effect of the Merger. Immediately following the Merger, the Surviving Company shall (a) possess all the rights, privileges, immunities and franchises, both public and private, of the Constituent Companies, (b) be vested with all property, whether real, personal or mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest belonging to or due to each of the Constituent Companies and (c) be responsible and liable for all the obligations and liabilities of each of the Constituent Companies, all with the effect set forth in the DLLCA and the BCA.

3. Consummation of the Merger. As soon as is practicable after the date hereof, the parties hereto (a) will cause to be filed with (i) the Secretary of State of the State of Delaware such certificate of merger or other appropriate documents executed in accordance with the relevant provisions of the DLLCA, and (ii) the Secretary of State of the State of Illinois such articles of merger or other appropriate documents executed in accordance with the relevant provisions of the BCA, and (b) will make all other filings, recordings or publications required by the DLLCA and BCA in connection with the Merger. The Merger shall be effective on January 11, 2002 (the "Effective Time").

FROM : ADH PATENT SERVICES, INC.

PHONE NO. : 703 414 0033

Jul. 08 2004 02:05PM P4

4. Certificate of Formation. At the Effective Time, the Certificate of Formation of Logistics, as in effect immediately prior to the Effective Time, shall become, from and after the Effective Time, the Certificate of Formation of the Surviving Company, until thereafter amended as provided therein and in accordance with the DLLCA.

5. Operating Agreement. The Operating Agreement of Logistics, as in effect immediately prior to the Effective Time, shall become, from and after the Effective Time, the Operating Agreement of the Surviving Company, until thereafter amended as provided therein and in accordance with the DLLCA.

6. Conversion of Shares. As of the Effective Time, by virtue of the Merger and without any action on the part of Logistics or the Corporate Subsidiaries or their respective equity holders, the manner and basis of converting all of the shares of capital stock of the Corporate Subsidiaries and the membership interests of Logistics shall be as follows:

(a) all of the shares of common stock of each of the Corporate Subsidiaries issued and outstanding immediately prior to the Effective Time shall automatically be cancelled or retired and shall cease to exist, without any consideration delivered in exchange thereof, and

(b) each issued and outstanding membership interest in Logistics shall be converted into and become one fully paid and non-assessable membership interest of the Surviving Company.

All of the issued and outstanding shares of capital stock of each of ATC, FCI, ICS, R&H and WISL are owned by ADS.

[Remainder of page intentionally left blank]

FROM : ADH PATENT SERVICES, INC.

PHONE NO. : 703 414 0033

Jul. 08 2004 02:05PM P5

IN WITNESS WHEREOF, Logistics and each of the Corporate Subsidiaries have caused this Agreement to be executed as of the date first above written by their respective duly authorized officers.

ADS LOGISTICS, LLC, a Delaware limited liability company

By: Krista M. Hatcher  
Its: Manager

AREA TRANSPORTATION COMPANY,  
an Illinois corporation

By: Krista M. Hatcher  
Its: Vice President and Assistant Secretary

FREIGHT CONNECTIONS  
INTERNATIONAL, LTD., an Illinois corporation

By: Krista M. Hatcher  
Its: Vice President and Assistant Secretary

INDEPENDENT CONTRACTOR  
SERVICES, INC., an Illinois corporation

By: Krista M. Hatcher  
Its: Vice President and Assistant Secretary

ROLL & HOLD WAREHOUSING &  
DISTRIBUTION CORP., an Illinois corporation

By: Krista M. Hatcher  
Its: Vice President and Assistant Secretary

WESTERN INTERMODAL SERVICES,  
LTD.,

an Illinois corporation  
By: Krista M. Hatcher  
Its: Vice President and Assistant Secretary

FROM : ADH PATENT SERVICES, INC.

PHONE NO. : 703 414 0033

Jul. 08 2004 02:05PM PG



Schedule A

TRADEMARK SCHEDULE

<u>Country</u>	<u>Owner</u>	<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
United States	ServiceCraft Corporation	S.C.O.R.E.	2,393,454	Oct. 10, 2000

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