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*7.16.98*

07-22-1998



To the Honorable Commissioner of Patents and Trademarks

100770228

Box Assignment, Washington, DC 20231

attached original documents or copy thereof.

<p>1. Name of conveying party(ies):  Consolidated Freightways, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>CNF Transportation Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>3240 Hillview Avenue</u></p> <p>City <u>Palo Alto</u> State <u>CA</u> ZIP <u>94304</u></p> <p><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 of Delaware  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 28, 1997</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.: EMCON 2000, Ser. No. 75/073,862</p> <p>B. Trademark registration No.(s): None.</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE &amp; EDMONDS LLP 1667 K Street, N.W. Washington, D.C. 20006</p> <p>Attn.: <u>Nancy H. Lutz</u></p> <p>File No.: <u>9523-036-999</u></p>	<p>6. Total number of applications and registrations involved: <u>One</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u></p> <p>Please charge to the deposit account listed in Section 8, together with any other fees which may be due.</p> <p>8. Deposit account number: <u>16-1150</u></p>

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.*

Nancy H. Lutz                      Nancy H Lutz                      July 16, 1998  
Name of Person Signing      Reg. No.                      Signature                      Date

Total number of pages comprising cover sheet: 4

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 07/17/1998 JHATKINS 000001266161150  
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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CONSOLIDATED FREIGHTWAYS, INC.", CHANGING ITS NAME FROM "CONSOLIDATED FREIGHTWAYS, INC." TO "CNF TRANSPORTATION INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



  
Edward J. Freel, Secretary of State

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971136742

AUTHENTICATION: 8439708  
04-28-97

TRADEMARK

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CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION

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Consolidated Freightways, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That its Board of Directors adopted certain resolutions proposing and declaring advisable a particular amendment to the Certificate of Incorporation of the corporation; and that such amendment, which is set forth in Exhibit A, attached hereto, was approved by the Shareholders of the corporation at their Annual Meeting held on April 28, 1997.

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Consolidated Freightways, Inc., has caused this certificate to be signed by Eberhard G.H. Schmoller, its Senior Vice President, General Counsel and Secretary, this 28th day of April, 1997.

CONSOLIDATED FREIGHTWAYS, INC.

By: 

Eberhard G.H. Schmoller  
Senior Vice President, General  
Counsel and Secretary

EXHIBIT A

Consolidated Freightways, Inc.  
Amendment to Certificate of Incorporation

We are amending the corporation's Certificate of Incorporation by changing Article FIRST to read as follows:

FIRST: The name of the corporation is CNF Transportation Inc.

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