

10-20-00

11-20-2000



To the Honorable Commissioner of Patents and Trademarks.

hereof.

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ing party

10-20-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #26

1. Name of conveying party(ies):  
Safelite Glass Corp.

Name: Safelite Realty Corp.

Internal Address:

Street Address: 1105 Schrock Road, Suite 512

City: Columbus State: Ohio Zip: 43216

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation - 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)

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

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

Additional name(s) of conveying parties(ies) attached:  Yes  No

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: September 28, 2000

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

A. Trademark Application No.(s)  
75/803,877; 75/792,557; 75/724,545; 76/110,537; 75/643,936; 75/643,568;  
76/086,537

B. Trademark registration No.(s):  
2,357,746; 2,362,327; 2,357,745; 2,319,287; 2,176,763; 2,242,375;  
1,948,197; 1,952,263; 1,798,198; 1,789,663; 1,906,776; 1,979,942;  
1,959,142; 1,733,733; 1,555,112; 1,516,693; 1,475,328; 1,000,054;  
2,118,014; 2,118,015; 2,013,173; 2,041,614;

Additional numbers attached?  Yes  No

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

Name: James D. Wood  
Internal Address: ICE MILLER  
Street Address: One American Square, Box 82001  
City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and registrations involved: 29

7. Total fee (37 CFR 3.41): \$ 740.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(Attach duplicate copy of this page 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.

JAMES D. WOOD

Name of Person Signing

Signature

10-17-00

Date

Total number of pages including cover sheet: 5

OMB No. 0651-0011 (exp 4/94)

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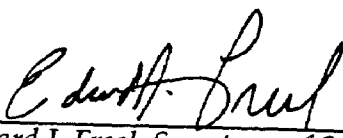
State of Delaware  
Office of the Secretary of State PAGE 1

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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 RESTATED CERTIFICATE OF "SAFELITE GLASS CORP.", CHANGING ITS NAME FROM "SAFELITE GLASS CORP." TO "SAFELITE REALTY CORP.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0704952

001489487

DATE: 09-28-00

TRADEMARK  
REEL: 002179 FRAME: 0719

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SAFELITE GLASS CORP.  
(to be known as Safelite Realty Corp.)**

\* \* \* \* \*

I, the undersigned officer of Safelite Glass Corp., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DO HEREBY CERTIFY as follows:

1. I am a duly elected or appointed, qualified and acting officer of the Corporation, holding the office set forth beneath my signature hereto, I am familiar with the facts necessary to make the statements herein certified, and I am duly authorized to certify the same.

2. The present name of the Corporation is Safelite Glass Corp. The name under which the Corporation was originally incorporated is LS Acquisition Corp. No. 23.

3. The Corporation filed its original certificate of incorporation in accordance with the General Corporation Law of the State of Delaware with the Secretary of State of the State of Delaware on January 13, 1987.

4. This Amended and Restated Certificate of Incorporation has been duly adopted and effected in conformity with Sections 245 and 303 of the General Corporation Law of the State of Delaware, pursuant to the Order Confirming Safelite Glass Corp.'s First Amended Plan of Reorganization (the "Plan") entered by the United States Bankruptcy Court for the District of Delaware on September 12, 2000 in Chapter 11 Case No. 00-2252 (MFW), file name In re: Safelite Glass Corp., Debtor under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Court had jurisdiction over the proceeding under Title 28 of the United States Code, section 1334.

The certificate of incorporation of the Corporation and all amendments thereto and supplements thereto are hereby superseded, amended and restated by the following Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation"):

1. The name of the corporation (the "Corporation") is:

Safelite Realty Corp.

2. The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

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3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. (a) The total number of shares of stock which the Corporation shall have authority to issue is 675,000, consisting of 675,000 shares of Common Stock, par value \$0.01 per share.

(b) To the extent required by section 1123(a) of the Bankruptcy Code, no non-voting equity securities shall be issued by the Corporation.

5. In furtherance and not in limitation of the powers conferred by statute, the By-Laws of the Corporation may be made, altered, amended or repealed upon the vote of the holders of a majority of the shares of capital stock of the Corporation issued, outstanding and entitled to vote or, except as otherwise provided by the By-Laws, by a majority of the board of directors.

6. The number of directors of the Corporation shall be fixed in such manner as prescribed by the By-Laws of the Corporation and may be increased or decreased from time to time in such manner as prescribed by the By-Laws. Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

7. Unless authorized by a vote of the holders of a majority of the shares of capital stock of the Corporation issued, outstanding and entitled to vote, the Corporation shall not issue, guarantee or otherwise become obligated on account of any debt, provided that the foregoing shall not be deemed to preclude obligations of the Corporation constituting claims, liabilities or obligations relating directly to the Retained Assets, as such term is defined in the Plan.

8. Except as otherwise provided by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Section 8 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9. Special meetings of the stockholders for any purpose may be called at any time by the Board of Directors, or by the Chairman of the Board of Directors or the President, and shall be called by the Secretary upon the vote of the holders of not less than twenty-five percent (25%) of the shares of capital stock of the Corporation issued, outstanding and entitled to vote.

10. The Corporation hereby elects not to be governed by the provisions of Section 203 of the General Corporation Law of the State of Delaware.

11. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of this 28 day of September 2000.



Name: For A. Timmons

Title: Vice President