

6.19.00

07-17-2000

FORM PTO-1594

RECORDATION FORM
TRADEMARKS



101405198

F COMMERCE
emark Office

No. 1212.0025

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
 Universal Air Travel Plan

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Partnership

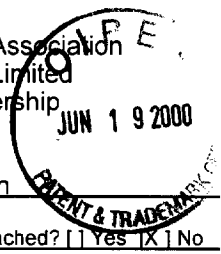
Other: unincorporated association

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

Other: _____

Execution Date: June 16, 2000



2. Name(s) and address(es) of receiving party(ies):
 Name: Universal Air Travel Plan, Inc.
 Address: 1301 Pennsylvania Avenue
Washington, D.C. 20004

Individual(s)
 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

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

A. Trademark Application No.(s)
See Attachment

B. Trademark Registration No.(s)
See Attachment

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: B. Brett Heavner
 Address: Finnegan, Henderson, Farabow,
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41): \$ 290.00

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:
06-0916

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.

B. Brett Heavner B. Brett Heavner June 19, 2000
 Name of Person Signing Signature Date

07/17/2000 NTHA11 0000003A 1457714

01 FC:481 40.00 OP
 02 FC:482 250.00 OP

Total number of pages including cover sheet, attachments, and document: 14

EXHIBIT A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
THE BETTER BUSINESS WAY TO FLY	1,457,714	August 15, 1987
AIR TRAVEL CARD & Design	1,453,496	August 18, 1987
AIR TRAVEL CARD & Design	1,453,499	August 18, 1987
WORLD'S MOST HONORED CREDIT CARD	1,481,864	March 22, 1988
JUST THE TICKET	1,539,553	May 16, 1989
POWER TOOLS	1,541,851	May 30, 1989
THE INSIDE STORY	1,625,965	December 4, 1990
THE SMARTEST ROUTE	1,654,069	August 13, 1991

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
INCONTROL CORPORATE CARD OPERATIONS SERVICE AIR TRAVEL CARD & Design	75/550,660	September 10, 1998
I-PILOT	75/877,451	December 22, 1999
UATP & Design	75/887,120	January 5, 2000

ASSIGNMENT

Universal Air Travel Plan, an unincorporated association of the District of Columbia with its principal place of business at 1301 Pennsylvania Avenue, Washington, D.C. 20004 ("Assignor"), is the owner of the marks identified in Exhibit A and of the U.S. trademark registrations and applications therefor ("the Trademarks").

Universal Air Travel Plan, Inc., a Delaware corporation with its principal place of business at 1301 Pennsylvania Avenue, Washington, D.C. 20004 ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

The Commissioner is requested to issue the certificates of registration to Assignee.

Universal Air Travel Plan

By: 

Name: Richard Crum

Title: Managing Director

Date: 16 June 2000