

10-04-2002

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HEET

FINANCE SECTION

102241317

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties

Execution Date
Month Day Year
092702

Name National Express Corporation

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Durham Transportation, Inc.

DBA/AKA/TA DBA, Durham School Services

Composed of

Address (line 1) 9011 Mountain Ridge Dr., Suite 2000

Address (line 2)

Address (line 3) Austin Texas 78759
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization California

10/03/2002 DBYRNE 00000185 76289034

FOR OFFICE USE ONLY

01 FC: 81 40.00 OP
02 FC: 82 25.00 OP

10/03/2002 DBYRNE 00132843003
Name/Number 76289034 \$15.00 CR

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment and Recordation Fee Schedule. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Patent Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

| Trademark Application Number(s) | | | Registration Number(s) | | |
|---------------------------------------|---------------------------------------|----------------------|-----------------------------------|----------------------|----------------------|
| <input type="text" value="76289034"/> | <input type="text" value="78128361"/> | <input type="text"/> | <input type="text" value="NONE"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

TIM HEADLEY

Name of Person Signing

Tim Headley

Signature

October 1, 2002

Date Signed

Trademark Assignment

This Trademark Assignment (the "*Assignment*"), is between NATIONAL EXPRESS CORPORATION (the "*Assignor*"), a Delaware corporation, and DURHAM TRANSPORTATION, INC. (the "*Assignee*"), a California corporation.

Background

Assignor is the owner of all right, title, and interest in the trademarks, service marks, and trade names used in connection with its operations (collectively, the "*Trademarks*"). Some, but not necessarily all, of those Trademarks are listed on the attached Exhibit A.

Assignor desires and intends to assign to Assignee the Trademarks and all other rights owned by Assignor in the Trademarks.

Assignee desires to acquire the Trademarks and all other rights owned by Assignor in the Trademarks.

Grant

In consideration of the covenants and agreements contained in this assignment, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, immediately prior to the consummation of the merger of Assignee with and into Durham Transportation, Inc., a Delaware corporation, Assignor assigns to Assignee the entire right, title, and interest to the Trademarks, including without limitation, all associated registrations and trademark applications, together with the goodwill of the business symbolized by the Trademarks, and the right to sue for, and collect, damages for past infringements of the Trademarks.

Assignor shall deliver to Assignee all files in its possession or in possession of its agents concerning the Trademarks, including all trademark prosecution, opposition, cancellation, and enforcement files.

Assignor covenants that it has the full right to convey the entire right, title, and interest in the Trademarks, and that it has not executed, and will not execute, any conflicting agreement. Assignor further covenants that it will sign all lawful papers, make all rightful declarations and/or oaths, and generally do what is necessary to enable Assignee, its successors, legal representatives, and assigns, to record and enforce this Assignment, and protect and enforce the Trademarks in all countries.

This Assignment may be executed in any number of counterparts, and each counterpart hereof shall be deemed to be an original instrument, but all such counterparts shall constitute but one Assignment.

Exhibit A to Trademark Assignment

1. Federally registered trademarks:

| Registration No | Registration Date | Trademark |
|-----------------|-------------------|-----------|
| None | | |

2. Pending Federal Applications:

| Serial No. | Filing Date | Trademark |
|------------|---------------|------------------------|
| 76/289034 | July 20, 2001 | DURHAM |
| 78/128361 | May 13, 2002 | DURHAM SCHOOL SERVICES |

3. Unregistered Marks:

None