

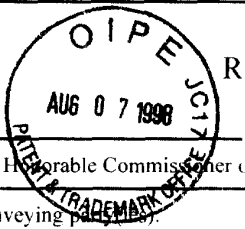
08-12-1998

U.S. DEPARTMENT OF COMMERCE

HEET

Patent and Trademark Office

Attorney Docket No. 21085



100790502

To the Honorable Commissioner of

ached original documents or copy thereof.

<p>1. Name of conveying party(ies): American Automobile Association, 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 <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>Automobile Club of Southern California</u> Internal Address: _____ Street Address: <u>3333 Fairview Road</u> City: <u>Costa Mesa</u> State: <u>CA</u> ZIP: <u>92626</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 <u>California</u> <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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <u>MRD 8-7-98</u></p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 24, 1998</u></p>	

<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s) <u>75/241,053</u> B. Trademark Registration No.(s) _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Lawrence E. Laubscher, Jr.</u> Internal Address: <u>LAUBSCHER & LAUBSCHER</u> Street Address: <u>745 South 23rd Street, Suite 300</u> City: <u>Arlington</u> State: <u>Virginia</u> ZIP: <u>22202</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>12-0605</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

<p>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.</p> <p><u>Lawrence E. Laubscher, Jr., Reg. No. 28,233</u> Name of Person Signing <u>[Signature]</u> Signature</p> <p>Total number of pages including cover sheet, attachments and document: <u>2</u></p>	<p><u>8/7/98</u> Date</p>
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1767 FRAME: 0

08/12/1998 JMATINS 0000005 75241053 40.00 DP

TRADEMARK ASSIGNMENT

WHEREAS, American Automobile Association, Inc., a Connecticut corporation having a place of business at 1000 AAA Drive, Heathrow, Florida 32746, is the owner of the trademark and service mark WE'RE ALWAYS WITH YOU for which the following application has been filed:

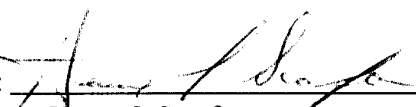
S/N 75/241,053

WHEREAS, Automobile Club of Southern California, a California corporation having a place of business at 3333 Fairview Road, Costa Mesa, California 92626-1698, is desirous of acquiring said mark, said U. S. service mark application, and the attendant goodwill;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, American Automobile Association, Inc., hereby sells, assigns and transfers unto said Automobile Club of Southern California the entire right, title and interest in and to said marks, and to all goodwill attendant thereto, and to said U. S. trademark registration, as well as the right to recover for past infringement of said mark and registration.

July 24, 1998

By:


Henry J. Scarfo

Title: Assistant Secretary

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RECORDED: 08/07/1998

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