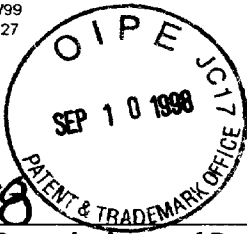


09-18-1998



100833639

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

9-10-98

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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

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, DC 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. 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, Box Assignments, Washington, D.C. 20231

WATKINS 0000145

FC/FC

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"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="1011950"/>	<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

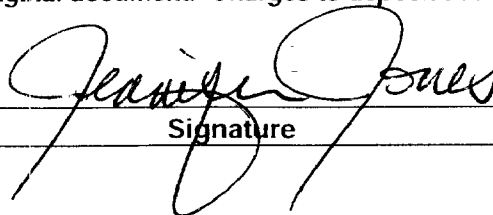
No

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.

Jennifer Jones

Name of Person Signing



Signature

9-9-98

Date Signed

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, Borg-Warner Security Corporation, a Delaware corporation ("Assignor"), is using certain trademarks comprised in part or in whole of PONY EXPRESS, alone and at times together with one or more Horse & Rider Design marks, in connection with the business of transportation and storage of money, valuables, documents, packages, parcels and freight by pick-up carriage and delivery by courier and the conveyance in vehicles and craft that are otherwise secured, including the use of promotional items and events associated with the promotion, marketing and sale of any of the foregoing products, accessories and services, including but not limited to the trademarks and registrations thereof set forth in Exhibit 1 attached hereto (the "Transportation Marks");

WHEREAS, Mustang Holdings, Inc., a Kansas corporation ("Assignee"), is desirous of acquiring the entire right, title and interest in and to the Transportation Marks, including the right to bring actions for infringement of the Transportation Marks occurring prior to the date of this Assignment.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by Assignor, Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto Assignee, Assignor's entire right, title and interest in and to the Transportation Marks used in conjunction with the Assignor's business, including but not limited to the Transportation Marks and registrations thereof identified in Exhibit 1 attached hereto, including the right to bring actions for infringements of such Transportation Marks occurring prior to the date of this Assignment, together with that part of the goodwill of the Assignor's business connected with and symbolized by such Transportation Marks.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks and Service Marks to be executed by its authorized representative as of May 29, 1998.

BORG-WARNER SECURITY CORPORATION

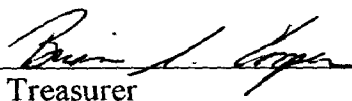
By: 
Its Treasurer

EXHIBIT 1

I. United States Trademark Registrations





<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
PONY EXPRESS	1,011,218	05/20/75
THE PONY EXPRESS and Design	708,532	12/12/60



THE PONY EXPRESS and Design	1,011,950	05/27/75
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II. Foreign Trademark Registrations

<u>Trademark</u>	<u>Country and Registration Number</u>	<u>Registration Date</u>
PONY EXPRESS	Australia A332,196	05/01/79
THE PONY EXPRESS and Design	Australia A332,195	05/01/79
		
THE PONY EXPRESS and Design	Canada 322,671	01/09/87
		
Horse & Rider Design	Colombia 116,586	01/16/84
		
THE PONY EXPRESS and Design	Costa Rica 68.208	10/26/87
		
Horse & Rider Design	Costa Rica	07/21/95



Horse & Rider Design

Japan
3,090,240

10/31/95



THE PONY EXPRESS and Design

Lebanon
44,862

10/28/83



PONY EXPRESS

Mexico
542,100

08/17/95

Horse & Rider Design

Mexico
505,266

9/26/95



THE PONY EXPRESS and Design

Monaco
R-83.9587

11/15/68

