

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



12-29-1998

U.S. Patent & TM Office/TM Mail

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100938180

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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 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 attached from Assignment.)
 - Corporation Association
 - Other
- Citizenship/State of Incorporation/Organization

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 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).

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

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89-68-29-98
mD 12-29-98

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)

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.)

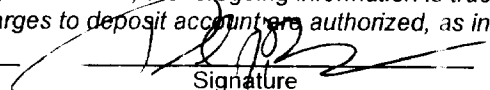
Deposit Account Number: #

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.

Deborah J. Peckham
Name of Person Signing


Signature

Dec. 28, 1998
Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, Eland Energy Corporation, a corporation organized and existing under the laws of the state of Florida, with a principal place of business located at 3330 Lakeshore Drive, Orlando, Florida 32803 (hereinafter referred to as "Assignor") is the owner of the entire right, title and interest in and to the trademarks identified on Schedule A attached hereto together with the goodwill related thereto (hereinafter collectively referred to as the "Marks");

WHEREAS, Fleetman, Inc., a corporation organized and existing under the laws of Delaware with a principal place of business at 3000 34th Street, Metairie, LA 70001 (hereinafter referred to as "Assignee") is desirous of acquiring the entire right, title and interest in and to the Marks and the business and goodwill of the business in connection with which the aforesaid Marks have been used;

WHEREAS, Assignor, Assignee, Eland Holdings I, Inc., and James H. Harrison previously have entered into a certain Asset Purchase Agreement dated November 20, 1998 (the "Purchase Agreement") pursuant to the terms of which Assignor agreed to sell, transfer and assign to Assignee, and Assignee agreed to purchase from Assignor certain Proprietary Rights (as defined in the Purchase Agreement), including the Marks and the names "Eland Energy," "Eland Energy Corporation," "FleetCard," "PetroCard" and "Fleetnet" together with the business and the assets associated with the Marks;

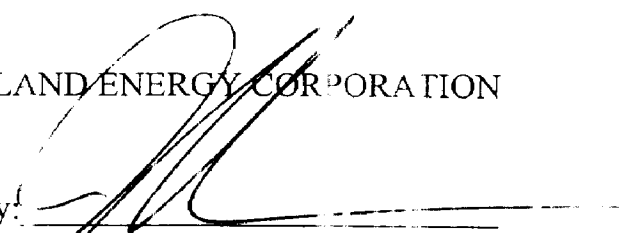
WHEREAS, Assignor has agreed to execute such additional instruments as may be necessary or desirable to confirm such assignment to Assignee;

NOW THEREFORE, in consideration of the foregoing, as well as other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors, legal representatives and assigns, the entire right, title, and interest of Assignor in and to said Marks, together with the goodwill of the Business in connection with which the aforesaid Marks have been used, and all claims, if any, which may have arisen thereunder prior to the date of this instrument.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed, by its
duly authorized corporate officer all effective this 9th day of December, 1998

ELAND ENERGY CORPORATION

By: 
Name: James H. Harrison
Title: Chief Executive Officer

Schedule A

<u>Mark</u>	<u>Registration/ Serial Number</u>	<u>Filing Date</u>	<u>Registration Date</u>
FLEETCARD (and design)	1364841	January 4, 1985	October 8, 1985
FLEET NET	75/260,103	March 19, 1997	*
ELAND ELAND ENERGY (and design)	2152244	March 19, 1997	April 21, 1998
PETROCARD	Unregistered		
ELAND ENERGY	Unregistered		
ELAND ENERGY CORPORATION	Unregistered		

TESTA, HURWITZ & THIBEAULT, LLP

ATTORNEYS AT LAW

OFFICE (617) 248-7000

125 HIGH STREET
BOSTON, MASSACHUSETTS 02110-2704

FAX (617) 248-7100

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December 29, 1998

EXPRESS MAIL NO. EL141284619US

Commissioner of Patents and Trademarks
Box Assignments
Washington, D. C. 20231



12-29-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #39

Attention: Box ASSIGNMENTS

RE: FLEETCARD Reg. No. 1.364,841
ELAND ELAND ENERGY Reg. No. 2.152,244
FLEET NET Serial No. 75/260,103
Our Ref.: 3820/2

Sir or Madam:

Enclosed please find a Cover Sheet and Assignment of Trademarks relating to transfer of ownership of the above-referenced trademark, together with the filing fee in the amount of \$90. Any other payments should be deducted from our Deposit Account No. 20-0531. Two copies of this letter are enclosed for accounting purposes.

Please acknowledge the receipt of these documents by date-stamping the enclosed postcard and returning it to the undersigned.

Very truly yours,

Deborah J. Peckham

DJP/bmkc
Enclosures
cc: Ann M. Laquerre, Esq.

CERTIFICATE OF MAILING

"Express Mail" Mailing Label No. EL141284619US
Date of Deposit: Dec. 29, 1998

I hereby certify that this paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513. Box ASSIGNMENTS.

Mailed By: Margaret DeNoyer
Margaret DeNoyer

4603596-1

TRADEMARK
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TESTA, HURWITZ & THIBEAULT, LLP

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COPY

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Mailed By:

Margaret DeNoyer

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TRADEMARK
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TESTA, HURWITZ & THIBEAULT, LLP

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RECORDED: 12/29/1998

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