

01-20-1999

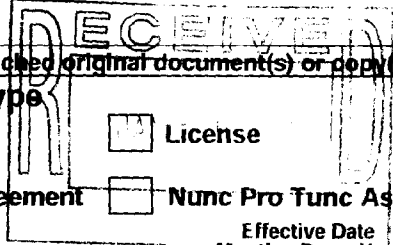


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MRO

1-15-99

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

Conveying Party

Mark if additional names of conveying parties attached

Name THRIFTY RENT-A-CAR SYSTEM, INC. Execution Date 01/07/99
Month Day Year

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name THRIFTY, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 5310 E. 31ST STREET

Address (line 2) _____

Address (line 3) TULSA OKLAHOMA 74153-0250
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization OKLAHOMA
- 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.)

01/19/1999 SBURNS 00000107 75163475

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 850.00 OP

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 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

TRADEMARK
REEL: 1841 FRAME: 0479

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="75/163,475"/>	<input type="text" value="75/193,074"/>	<input type="text" value="75/257,739"/>	<input type="text" value="1.974,685"/>	<input type="text" value="927,924"/>	<input type="text" value="2.062,058"/>
<input type="text" value="75/163,690"/>	<input type="text" value="75/245,413"/>	<input type="text" value="75/376,104"/>	<input type="text" value="2,126,195"/>	<input type="text" value="2,076,242"/>	<input type="text" value="1,710,453"/>
<input type="text" value="75/015,380"/>	<input type="text" value="75/251,882"/>	<input type="text" value="75/376,105"/>	<input type="text" value="2,184,525"/>	<input type="text" value="840,196"/>	<input type="text" value="1,323,946"/>

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

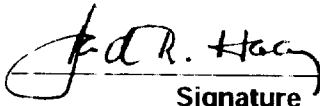
No

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.

David R. Haarz

Name of Person Signing



Signature

January 15, 1999

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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 from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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="75/377,453"/>	<input type="text" value="75/377,466"/>	<input type="text" value="75/446,465"/>	<input type="text" value="880,666"/>	<input type="text" value="1,570,143"/>	<input type="text" value="1,570,142"/>
<input type="text" value="75/548,144"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,570,141"/>	<input type="text" value="986,155"/>	<input type="text" value="816,350"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,566,277"/>	<input type="text" value="1,572,308"/>	<input type="text" value="1,570,144"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="998,081"/>	<input type="text" value="774,288"/>	<input type="text" value="2,100,043"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,734,743"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

ASSIGNMENT

ASSIGNMENT effective the 31st day of December, 1998, by and between THRIFTY RENT-A-CAR SYSTEM, INC., (hereinafter "RENT-A-CAR") , an Oklahoma corporation having its principal place of business at 5310 E. 31st Street, Tulsa, Oklahoma 74153-0250, to THRIFTY, INC. (hereinafter "THRIFTY, INC.") an Oklahoma corporation having its principal place of business at 5310 E. 31st Street, Tulsa, Oklahoma 74153-0250.

WHEREAS, RENT-A-CAR owns and has used, or is using, inter alia, the service marks and trademarks identified in the attached Exhibits A through B as well as any common law marks used by RENT-A-CAR in connection with its business (the "Marks").

WHEREAS, THRIFTY, INC. is desirous of acquiring the Marks and the goodwill of the business associated therewith, as well as all of the applications and registrations therefor identified in the attached Exhibits A and B.

NOW THEREFORE, RENT-A-CAR hereby conveys, transfers and assigns to THRIFTY, INC. all its rights, title, and interest in and to the Marks (including any common law marks used by RENT-A-CAR in connection with its business), as well as all the applications and registrations therefor (as identified in attached Exhibits A and B), together with the goodwill of the business symbolized thereby.

RENT-A-CAR further assigns to THRIFTY, INC. all rights to sue for and receive all damages occurring from any past infringing uses of the Marks.

RENT-A-CAR warrants that it has good and valid title to the Marks, including the applications and registrations therefor

RENT-A-CAR agrees that upon request by THRIFTY, INC., RENT-A-CAR shall execute all papers, make all rightful oaths, testify on behalf of THRIFTY INC. and do other lawful acts necessary to carry to the intent of this Assignment at THRIFTY INC.'s expense and request, as well as provide such documents, material, information, or assistance as THRIFTY, INC. may consider necessary.

This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

THRIFTY RENT-A-CAR SYSTEM, INC.

BY *R. Scott Anderson*
Name: R. Scott Anderson
Title: Executive Vice President

State of Oklahoma
County of Tulsa

R. Scott Anderson being duly sworn, did depose and say this day of *7th, January*, 1999, that he/she is an officer of Thrifty Rent-A-Car System, Inc.; that he/she is authorized to execute this Assignment on behalf of said corporation; that he/she has read and signed the foregoing Assignment and knows and understands the contents thereof.

Mama Salt
Notary Public
My Commission expires: *4-14-99*

Assignment accepted:

THRIFTY, INC. *[Signature]*
BY: _____
Name: Donald M. Himelfarb
Title: President/Chief Executive Officer

EXHIBIT A

Registrations

Country	Mark	Current Reg. No.	Current Reg. Date
Canada	1-800-FOR-CARS	TMA495867	14JUL1998
Canada	ALL-IN VACATION	TMA497734	24JUL1998
Canada	BEST OF ALL, ITS THRIFTY	TMA502780	26JUL1998
Canada	HISTORICALLY KNOWN FOR LOW RATES	TMA478455	14JUL1997
Canada	LE WEEK-END TOUT COMPRIS	TMA473264	21MAY1997
Canada	NEIGHBORS TOGETHER & DESIGN	TMA472957	18MAY1997
Canada	TARC & DESIGN	TMA409131	05MAY1997
Canada	THE ALL-IN-WEEKEND	TMA483650	06JUL1997
Canada	THE NO SMOKING CAR & DESIGN	TMA369875	29JUL1990
Canada	THRIFTY	TMA159645	29NOV1968
Canada	THRIFTY (ON-LINE)	TMA498274	05AUG1998
Canada	THRIFTY CAR RENTAL	TMA401708	21AUG1992
Canada	THRIFTY LOCATION D'AUTOS	TMA361194	27JUL1989
Canada	THRIFTY LOGO	TMA372222	25AUG1990
United States	1-800-FOR-CARS	1,974,685	21MAY1993
United States	BEST OF ALL, IT'S THRIFTY	2,126,195	30JUL1997
United States	BLUE PRIDE	2,184,525	25AUG1998
United States	FASTCLASS	927,924	25JAN1992
United States	HISTORICALLY KNOWN FOR LOW RATES	2,076,242	07JUL1997
United States	MISS THRIFTY	840,196	05DEC1987
United States	NEIGHBORS TOGETHER & DESIGN	2,062,058	15MAY1997
United States	TARC & DESIGN	1,710,453	25AUG1992
United States	THE NO SMOKING CAR	1,323,946	03MAY1985
United States	THRIFTY	880,966	11NOV1989
United States	THRIFTY & DESIGN	1,570,143	05DEC1989
United States	THRIFTY & DESIGN (BLUE)	1,570,142	05DEC1989
United States	THRIFTY & DESIGN (COLOR)	1,570,141	05DEC1989
United States	THRIFTY (39)	986,155	10JUL1994
United States	THRIFTY (39)	816,350	04JUL1986
United States	THRIFTY CAR RENTAL & DESIGN	1,566,277	14NOV1989
United States	THRIFTY CAR RENTAL & DESIGN	1,572,308	09DEC1989
United States	THRIFTY CAR RENTAL & DESIGN (BLUE)	1,570,144	05DEC1989

Country	Mark	Current Reg. No.	Current Reg. Date
United States	THRIFTY RENT A CAR INTERNATIONAL & DESIGN	998,081	09JL1984
United States	THRIFTY RENT-A-CAR SYSTEM & DESIGN	774,288	28JL1984
United States	TOGETHER NEIGHBORS CAN PERFORM MIRACLES	2,100,043	23SE1987
United States	ZT ON-LINE	1,734,743	24NO1992

EXHIBIT B**Applications**

Country	Mark	Current Application No.	Current Application Date
Canada	BLUE CHIP & DESIGN (WITH SHADOW)	842006	11AP1997
Canada	DRIVEWISE	872920	19MR1998
Canada	TEAM SPIRIT - ESPRIT D'EQUIPE & DESIGN	884542	16JL1998
United States	BLUE CHIP & DESIGN	75/245,413	21FE1997
United States	BLUE CHIP EXPRESS RENTAL PROGRAM	75/376,105	20OC1997
United States	DRIVEWISE	75/251,882	14MR1997
United States	GET THE SHOW ON THE ROAD	75/548,144	04SE1998
United States	HONEYMOON DISASTERS	75/376,104	20OC1997
United States	THE COLOR BLUE	75/193,074	31OC1996
United States	THE COLOR BLUE USED ON BUILDINGS	75/377,453	22OC1997
United States	THE COLOR BLUE USED ON VEHICLES	75/377,466	22OC1997
United States	THRIFTY	75/163,690	10SE1996
United States	THRIFTY	75/163,475	10SE1996
United States	THRIFTY & DESIGN	75/446,465	09MR1998
United States	THRIFTY & DESIGN ELONGATE BLUE	75/015380	06NO1995
United States	TRUE BLUE PRIDE	75/257,739	4MR1997