RECORDA' TR4	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office Attorney Docket No. 21246
To the Honorable Commissioner of Patente and 1	101044691 gocuments or copy thereof.
1. Name of conveying party(ies):  American Automobile Association, Inc.    Association   Association	2. Name and address of receiving party(ies):  Name:Automobile Club of Southern California  Internal Address:  Street Address: Street Address: Street Address: Street Address: Street Address: Street Address: Street Address: Street Address: Street Address: Street Address: State: Clip: 92626
4. Application number(s) or patent number(s):  A. Trademark Application No.(s) 75/446,274  Additional numbers at	B. Trademark Registration No.(s)
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Lawrence E. Laubscher, Jr.  Internal Address: LAUBSCHER & LAUBSCHER  Street Address: 745 South 23rd Street, Suite 300  City: Arlington State: Virginia ZIP: 22202	7. Total fee (37 CFR 3.41)\$ 40.00    X
DO NOT USE THIS SPACE	
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.  Lawrence E. Laubscher, Jr., Reg. No. 28.233 Name of Person Signing  Total number of pages including sover sheet, attachments and document:  2	

Mail documents to be recorded with required cover sheet information to:

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

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## 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 75/446,274

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.

194<sub>2</sub> 13 , 1999

Henry J. Scarfo

Title: Assistant Secretary

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RECORDED: 05/20/1999

TRADEMARK
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