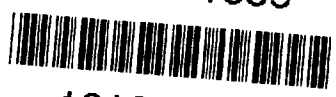


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Form PTO-1594 RECORDATI
TRADE



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Department of Commerce
Patent and Trademark Office
JUL 2

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Funquest, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State Nevada Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 18, 1999

2. Name and address of receiving party(ies):
 Name: Mach 2 Aircraft Leasing, LLC
 Internal Address:
 Street Address: 8907 North Port Washington Rd., PO
Box 1460
 City: Milwaukee State: WI Zip: 53201-1460
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Limited Liability Company
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)

2,246,898

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard S. Marcus
 Internal Address:
 Street Address: 780 North Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[1]

7. Total fee (37 CFR 3.41):\$ 40.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

07/06/1999 MTHA11 00000239 2246898
 01 FC:481 40.00 DP

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.

Richard S. Marcus
 Name of Person Signing

[Signature]
 Signature

7/1/99
 Date

Total Number of pages comprising cover sheet: [2]

TRADEMARK ASSIGNMENT

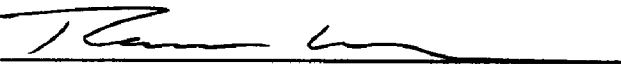
WHEREAS, Funquest, Inc., a Nevada corporation, has adopted and used the following marks (the "Marks"):

<u>Mark</u>	<u>Registration No.</u>
Funquest	2,246,898

WHEREAS, Mach 2 Aircraft Leasing, LLC, a Minnesota limited liability company, is desirous of acquiring the Marks and all pending applications and existing or subsequently obtained registrations thereof;

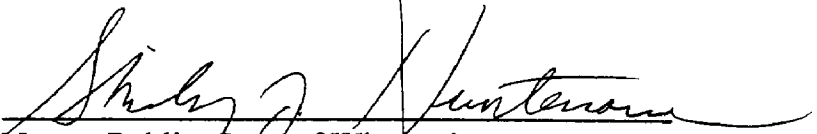
NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Funquest, Inc. does hereby assign unto Mach 2 Aircraft Leasing, LLC all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and all pending applications and existing or subsequently obtained registrations thereof.

FUNQUEST, INC.

By 
Ronald W. Weeks, President

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

There personally appeared before me this 18th day of June, 1999, the above-named Ronald W. Weeks, known to me to be President of Funquest, Inc. and the person who executed the above instrument and acknowledged the same for and on behalf and with the authority of Funquest, Inc.


Notary Public, State of Wisconsin

My commission: 04.08.01

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