

09-17-2001



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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 *09/07/01*

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 Effective Date  
Month Day Year

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  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.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

09/14/2001 LHWELLER 00000223 1566388

FOR OFFICE USE ONLY

01 FC:461 40.00 OP  
02 FC:462 25.00 OP

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

**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.

Mark G. McCreary  
Name of Person Signing

  
Signature

8/31/2001  
Date Signed

**ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND TRADE NAMES**

**WHEREAS**, AMERICAN LONG LINES, INC. ("Assignor") and ALL ACQUISITION CORPORATION ("Assignee"), entered into a certain Asset Purchase Agreement, dated as of August 2, 2001; and

**WHEREAS**, effective as of August 31, 2001, Assignor assigned and transferred all of its right, title and interest in and to certain of its assets, including without limitation all of its registered and unregistered trademarks, service marks and trade names, including all goodwill associated therewith, and all applications, registrations and renewals in connection therewith, all of which are set forth on Schedule A hereto, to Assignee; and

**WHEREAS**, the parties desire to confirm in writing the transfer of such right, title and interest in and to such trademarks, service marks and trade names, including all goodwill associated therewith, and all applications, registrations and renewals in connection therewith, effective as of August 31, 2001.

**NOW, THEREFORE**, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor, for itself and its successors and assigns, hereby assigns to Assignee, its successors and assigns, all right, title and interest in and to the trademarks, service marks and trade names set forth on Schedule A attached hereto and made a part hereof, together with all goodwill associated therewith, and all applications, registrations and renewals in connection therewith (collectively, the "Marks").

This Assignment of Trademarks, Service Marks and Trade Names includes the right to apply for the registration of any and all of such Marks in any and all jurisdictions where such registration is desired by Assignee, the right to renew any existing registrations, and the right to claim for any and all damages by reason of past infringement of any of such Marks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors and assigns. Assignor warrants to its successors and assigns that, to the best of Assignor's knowledge, Assignor is the sole owner of such Marks.

**IN WITNESS WHEREOF**, Assignor has caused this Assignment of Trademarks, Service Marks and Trade Names to be executed by its duly authorized officer and its corporate seal to be hereunto affixed as of this 31<sup>st</sup> day of August, 2001.

~~ATTEST:  
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_~~

**AMERICAN LONG LINES, INC.**

By: James V. Contiveria  
Name: JAMES V CONTIVERIA  
Title: COO

**SCHEDULE A**

**TRADEMARKS, SERVICE MARKS AND TRADE NAMES**

***Registered U.S. Trademarks:***

| <b><u>Trademark</u></b>            | <b><u>Reg. No.</u></b> | <b><u>Issue Date</u></b> | <b><u>Int'l Class</u></b> |
|------------------------------------|------------------------|--------------------------|---------------------------|
| "AMERICAN LONG LINES"              | 1,566,388              | 11/14/1989               | 38                        |
| "AMERICAN LONG LINES" [and Design] | 1,566,389              | 11/14/1989               | 38                        |

***Unregistered Marks:***

- ALL
- AMERICAN LONG LINES, INC.
- Variations of any of the registered or unregistered trademarks, service marks and trade names listed on this Exhibit A
- All other registered and unregistered trademarks, service marks and trade names used and owned by Assignor in connection with its business, together with the goodwill associated therewith.

State of New York :  
: COUNTY OF New York :

SS.

Before me, a notary public, in and for the Commonwealth/State and County aforesaid, on this 31st day of August, 2001, personally appeared James V. Contenza, who, having been by me duly sworn and having executed the foregoing instrument in my presence, did depose and say that he is the COO of AMERICAN LONG LINES, INC., the corporation that executed the foregoing instrument; that he knows the seal of said Corporation; that the seal affixed to such instrument is the corporate seal of said Corporation; that it was affixed by order of the Board of Directors of said Corporation; that he executed said instrument on behalf of said Corporation; and that he was duly authorized to do so, intending to be legally bound thereby and intending that said instrument be properly recorded.

Denise A. Bruno  
NOTARY PUBLIC

My Commission Expires:

DENISE A. BRUNO  
Notary Public, State of New York  
No. 4847185  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires 11/30/01