

10-18-2001

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To the Honorable Commissioner of Pa

iginal documents or copy thereof.

1. Name of conveying party(ies):

CD & L Air Freight, Inc. 10/11/01

- Individual(s) Association General Partnership Limited Partnership Corporation-State New York 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: September 20, 2001

2. Name and address of receiving party(ies)

SUREWAY WORLDWIDE, LLC

Name: Internal Address:

Street Address: 24-30 Skillman Avenue Long Island NY 11101 City: State: Zip:

- 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 name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,419,203; 1,568,851; 1,579,478; 1,451,362; and 2,018,920

Additional number(s) attached Yes No

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

Elizabeth M. Seltzer Name:

Internal Address:

Williams, Mullen, Clark & Dobbins

Street Address: 8270 Greensboro Drive

Suite 700

City: McLean State: Virginia Zip: 22102

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Elizabeth M. Seltzer Name of Person Signing

Signature

Oct. 5, 2001 Date

Total number of pages including cover sheet, attachments, and document: 12 + 2 checks for \$140.00

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/17/2001 LMUELLER 00000080 2419203

01 FC:481 40.00 DP 02 FC:482 100.00 DP

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

MARK: SUREWAY WORLDWIDE
INTERNATIONAL CLASS: 039
REGISTRATION NUMBER: 2,419,203
REGISTRATION DATE: 01/09/2001

POWER OF ATTORNEY

Owner herewith appoints the following attorneys: Elizabeth M. Seltzer, Thomas F. Bergert, and Kimberly A. Chasteen, Williams Mullen Clark & Dobbins, 8270 Greensboro Drive, Suite 700, McLean, Virginia, 22102, to prosecute the captioned application to registration, to transact all business in the Patent and Trademark Office in connection therewith and to receive the certificate of registration. All previous Powers of Attorney relative to this application are herewith revoked.

It is requested that all correspondence be mailed to:

Elizabeth M. Seltzer
Thomas F. Bergert
Kimberly A. Chasteen
Williams Mullen Clark & Dobbins
8270 Greensboro Drive
Suite 700
McLean VA 22102

Signed in the City/County of KINGS, State of NEW YORK,
Country of KINGS, this 21ST day of SEPTEMBER, 2001.

Sureway Worldwide, LLC

By: 

Elizabeth M. Seltzer
Thomas F. Bergert
Kimberly A. Chasteen
Williams Mullen Clark & Dobbins
8270 Greensboro Drive
Suite 700
McLean VA 22102
(703) 760-5200

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DIANE SULLIVAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 24-01SU4696439
QUALIFIED IN KING COUNTY
COMMISSION EXPIRES JUNE 30, 2003

TRADEMARK
REEL: 002384 FRAME: 0445

***NUNC PRO TUNC* ASSIGNMENT OF TRADEMARKS**

WHEREAS, CD & L AIR FREIGHT, INC. (formerly Sureway Air Traffic Corporation prior to a change of name), a corporation organized and existing under and by virtue of the laws of the State of New York and having a principal place of business at 80 Wesley Street, South Hackensack, New Jersey 07606 ("ASSIGNOR"), has adopted and owns the entire right, title and interest in, to and under the trademarks and other rights set forth in the attached Schedule A (the "Properties"):

WHEREAS, SUREWAY WORLDWIDE, LLC, a limited liability company organized and existing under and by virtue of the laws of the State of New York and having a principal place of business at 24-30 Skillman Avenue, Long Island City, New York 11101 ("ASSIGNEE"), is desirous of acquiring the entire right, title and interest in, to and under the Properties;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and pursuant to a certain Asset Purchase Agreement between ASSIGNOR and ASSIGNEE dated March 7, 2001, ASSIGNOR hereby sells, assigns, transfers, grants and sets over, unto and to ASSIGNEE, its successors and assigns, *nunc pro tunc* as of March 30, 2001, as of the present date or as of the date prior to the present when such assignment may be deemed to have occurred, and ASSIGNEE accepts, the entire right, title and interest in, to and under the Properties, together with the goodwill of the business symbolized by the Properties, and the registration thereof, and further including: all income, royalties and damages now and hereafter due and/or payable to ASSIGNOR, including without limitation, damages and payments for past or future infringements and misappropriations thereof, all rights to sue for past, present and future infringements or misappropriations thereof, and all rights corresponding to any of the above throughout the world;

AND ASSIGNOR HEREBY authorizes and requests the Commissioner of the United States Patent and Trademark Office, and any official of any country or countries foreign to the United States, whose duty is to issue trademark registrations or other evidence or forms of industrial property protection on applications aforesaid, to issue the same to ASSIGNEE, its successors, and assigns, in accordance with the terms of this instrument.

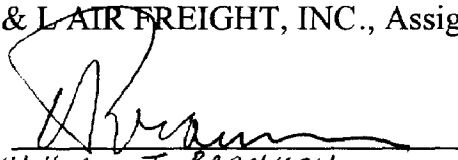
AND ASSIGNOR HEREBY covenants and agrees that ASSIGNOR has full right to convey the entire interest herein assigned, and that ASSIGNOR has not executed, and will not execute, any agreement in conflict herewith.

AND ASSIGNOR HEREBY further covenants and agrees that ASSIGNOR will communicate to ASSIGNEE, its successors, legal representatives and assigns, any facts known to ASSIGNOR respecting the Properties, and testify in any legal proceeding, sign all lawful papers,

make all rightful oaths, and generally do everything possible to aid ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for the Properties.

IN TESTIMONY WHEREOF, the undersigned has caused this Assignment to be duly executed by an authorized officer and its seal affixed hereto as of the date set forth below.

CD & L AIR FREIGHT, INC., Assignor

By: 
WILLIAM T. BRANNAN

Title: Director

Date: 9/19/01

STATE OF New York)

CITY/COUNTY OF New York, to-wit:

On this 19 day of Sept. 2001, William T. Brannan, known to me to be the Director of CD & L AIR FREIGHT, INC., a New York corporation ("ASSIGNOR"), personally appeared before me and acknowledged that he executed the foregoing Assignment on behalf of ASSIGNOR and pursuant to authority duly received.



Notary Public

Mark T. Carlesimo
Notary Public, State of New York
No. 4941900

My commission expires: 9/16/02
~~Qualified in Westchester County~~
Certificate Filed in New York County
Commission Expires Sept. 6, 2002

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IN TESTIMONY WHEREOF, the undersigned has caused this Assignment to be duly executed by an authorized officer and its seal affixed hereto as of the date set forth below.

SUREWAY WORLDWIDE, LLC, Assignee

By: [Signature]

Title: mgr. member

Date: 9/20/01

STATE OF New York

CITY/COUNTY OF Kings, to-wit:

On this 21st day of September 2001, RAWDALL CATLIN, known to me to be the Managing Partner of SUREWAY WORLDWIDE, LLC, a New York Limited Liability Company ("ASSIGNEE"), personally appeared before me and acknowledged that he executed the foregoing Assignment on behalf of ASSIGNEE and pursuant to authority duly received.

[Signature]
Notary Public

DIANE SULLIVAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 24-01SU4696439
QUALIFIED IN KING COUNTY
COMMISSION EXPIRES JUNE 30, 2003

My commission expires: June 30, 2003

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SCHEDULE A

PROPERTIES

REGISTERED UNITED STATES TRADEMARKS

<u>TRADEMARK</u>	<u>OWNED BY</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
SUREWAY WORLDWIDE	CD&L AIR FREIGHT, INC. (formerly SUREWAY AIR TRAFFIC CORPORATION)	2,419,203	01/09/2001
SKYCAB	CD&L AIR FREIGHT, INC. (formerly SUREWAY AIR TRAFFIC CORPORATION)	1,568,851	11/28/1989
SKYCAB & DESIGN	CD&L AIR FREIGHT, INC. (formerly SUREWAY AIR TRAFFIC CORPORATION)	1,579,478	01/23/1990
SUREWAY AIR TRAFFIC	CD & L AIR FREIGHT, INC. (formerly SUREWAY AIR TRAFFIC CORPORATION)	1,451,362	08/04/1987
SUREWAY AIR EXPRESS	CD & L AIR FREIGHT, INC. (formerly SUREWAY AIR TRAFFIC CORPORATION)	2,018,920	11/26/1996

OTHER ASSIGNED RIGHTS

1. All right, title and interest to all of Assignor's common law intellectual property rights that may exist in the above-described trademarks.

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re
Registration Nos.: 2,419,203; 1,568,851; 1,579,478; 1,451,362; and 2,018,920

Re: Change of Name and Assignment of Trademarks

CERTIFICATE OF EXPRESS MAIL

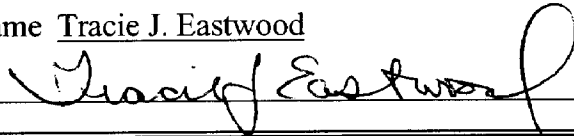
UNDER 37 C.F.R. §1.10

Express Mail Label No. ET345503862US Date of Deposit: October 11, 2001

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, Arlington, VA. 22202-3513.

Printed Name Tracie J. Eastwood

Signature



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PHONE: (703) 760-5200
FAX: (804) 783-6507
FAX WITHIN AREA: (703) 748-0244

E-MAIL ADDRESS:
escltzer@wmcd.com

DIRECT DIAL:
(703) 760-5248

INTERNET ADDRESS:
www.wmcd.com

**WILLIAMS MULLEN
CLARK & DOBBINS**
ATTORNEYS & COUNSELORS AT LAW

A PROFESSIONAL CORPORATION

8270 GREENSBORO DRIVE
SUITE 700
MCLEAN, VA 22102

MICHIGAN
ANN ARBOR
BLOOMFIELD HILLS
DETROIT

VIRGINIA
CHARLOTTESVILLE
NEWPORT NEWS
RICHMOND
TYSONS CORNER
VIRGINIA BEACH

WASHINGTON, D.C.
LONDON

October 11, 2001

Commissioner of Patent & Trademarks
Box Assignments
Washington, DC 20231

Re: Change of Name and Assignment of Trademarks

Dear Sir/Madam:

Enclosed please find the following documents:

- 1) a Recordation Form Cover Sheet requesting the change of name for the owner of trademark Reg. Nos. a) 2,419,203, b) 1,568,851, c) 1,579,478, d) 1,451,362; and 2,018,920;
- 2) a check in the amount of \$140.00 to cover the recordation fee for the aforementioned change of name request;
- 3) a print-out from the Westlaw on-line, New York corporate database reflecting the change of name from Sureway Air Traffic Corporation to CD & L Air Freight, Inc. on April 10, 2001;
- 4) a Recordation Form Cover Sheet requesting the recordation of the assignment of trademark Reg. Nos. a) 2,419,203, b) 1,568,851, c) 1,579,478, d) 1,451,362; and 2,018,920;
- 5) a check in the amount of \$140.00 to cover the recordation fee for the aforementioned assignment;
- 6) an executed copy of a *NUNC PRO TUNC* ASSIGNMENT OF TRADEMARKS for Reg. Nos. a) 2,419,203, b) 1,568,851, c) 1,579,478, d) 1,451,362; and 2,018,920;

TRADEMARK
REEL: 002384 FRAME: 0451

- 7) a Return-Addressed Post Card acknowledging receipt of the Change of Name and Assignment Recordation request;
- 8) five executed Power of Attorney Documents pertaining to the relative trademarks; and
- 9) a Certificate of Express Mail

Please record the change of name first since the effective date of the name change was April 10, 2001. After recordation of the name change, please record the noted assignment, which has an execution date of September 20, 2001.

If you have any questions concerning the above, please feel free to contact us.

Very truly yours,



Elizabeth M. Seltzer, Esquire

cc: Randy Catlin
Warren Lewis
Thomas Bergert
Craig Mytelka

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