

06-25-2002



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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102133644

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

1. Name of conveying party(ies):

E. Rebecca Case, Chapter 7 Trustee for the Chapter 7 Estate of In Air, Inc.

- Individual(s) U.S. Citizen Association
- General Partnership Limited Partnership
- Corporation-State
- Other 6.19.02

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Bankruptcy

Execution Date: May 31, 2002

2. Name and address of receiving party(ies)

Name: Electronic Data Systems Corporation

Internal Address: c/o Fred Geldon MS A6N-D48

Street Address: 13600 EDS Drive

City: Herndon State: VA Zip: 20171

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Deleware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A
(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)

N/A

B. Trademark Registration No.(s)

1,783,301 for the mark: "In Air"

Additional number(s) attached Yes No

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

Name: Fred Geldon

Internal Address: EDS
MS A6N-D48

Street Address: 13600 EDS Drive

City: Herndon State: VA Zip: 20171

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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FINANCE SECTION

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.

Fred Geldon

Fred Geldon

June 14, 2002

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

06/24/2002 DEBYRNE 00000022 1783301

01 FC:481

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

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Name: EDS Information Services L.L.C.

Internal Address: c/o Fred Geldon MS A6N-D48

Street Address: 13600 EDS Drive

City: Herndon State: VA Zip: 20171

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company-Deleware

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Fred Geldon

Name of Person Signing

Fred Geldon

Signature

June 14, 2002

Date

Total number of pages including cover sheet, attachments, and document: _____

Notice of Transfer of Ownership

This Notice of Transfer of Ownership (the "Notice") is made by and among E. Rebecca Case, Chapter 7 Trustee (hereinafter "Transferor") for the Chapter 7 Estate of In re InAir, Inc., a Delaware corporation (hereinafter "Debtor") and Electronic Data Systems Corporation, a Delaware corporation, and EDS Information Services, L.L.C., a Delaware limited liability company (hereinafter collectively referred to as "Transferees").

Transferor and Transferees hereby give notice as follows:

1. Debtor was engaged in the business of developing and marketing maintenance and engineering software for the aviation industry;
2. An involuntary petition under Chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code") was filed against the Debtor, Case No. 01-48508-172, in the United States Bankruptcy Court, for the Eastern District of Missouri, Eastern Division (the "Bankruptcy Court"); and thereafter, an Order for Relief was entered against the Debtor (the "Chapter 7 Case"), by the Bankruptcy Court;
3. The Transferor is the duly appointed, qualified and acting Chapter 7 Trustee over the Chapter 7 Case;
4. The Transferees have purchased and acquired certain "Transferred Assets" (as defined herein) from the Transferor pursuant to that certain ORDER APPROVING TRUSTEE'S MOTION TO SELL ASSETS OF THE ESTATE FREE AND CLEAR OF LIENS AND ENCUMBRANCES - INAIR SOFTWARE AND TRADEMARKS AND TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, dated and signed May 13, 2002, and entered by the Bankruptcy Court on May 17, 2002 (the "Court Order");
5. Pursuant to the Court Order, Transferor has assigned, transferred and conveyed to the Transferees all of the Transferor's, Debtor's, the Chapter 7 Case and the Debtor's Estate's right, title and interest, if any, in the following:

Transferred Assets

(i) all United States, State and foreign trademarks for the Mark "InAir," including, without limitation, the right to use the name "InAir" and all service marks, logos, and domain names along with all applications for such rights, and, specifically, United States Trademark Number 1,783,301 for the Mark: "InAir;"

(ii) United States Copyright Number Txu 912-642 re: "InAir Flight Operations, Maintenance & Engineering and Marketplace Solutions (Version 5.5)", including, without limitation, all United States, State and foreign copyrights, along with all applications for such rights, to "InAir Flight Operations, Maintenance & Engineering and Marketplace Solutions (Version 5.5)" (hereinafter the "InAir Software");

(iii) all United States, State and foreign copyrights and patents along with all applications for such rights, to all versions of the InAir Software prior to Version 5.5;

(iv) all current and previous versions of the Source Code for the InAir Software, including, without limitation, all versions of the Source Code that have been or were customized or created for a particular client of Debtor or licensee of the InAir Software together with all support data base(s) for each such version of the Source Code;

(v) all current and previous versions of the Object Code for the InAir Software; and

(vi) all documentation for or relating to the InAir Software, as well as the coding, bugs and fixes, capability, design, planned enhancements, data dictionaries, data base data, and data base design for the InAir Software, including, without limitation, all operator, technical, and user manuals, training materials, testing materials, problem reports, guides, listings, specifications and other materials for use in connection with the InAir Software or any version or enhancement of the InAir Software;

E. REBECCA CASE

E. Rebecca Case May 31, 2002

Chapter 7 Trustee for the Bankruptcy Estate
of InAir, Inc., USBC-EDMO Case No. 01-48508-172

ELECTRONIC DATA SYSTEMS CORPORATION

By: Fred Geldon 5-31-2002
Fred Geldon
Its: Assistant Secretary and Counsel, U.S. Govt Ops.

EDS INFORMATION SERVICES, L.L.C.

By: Fred Geldon 5-31-2002
Fred Geldon
Its: Assistant Secretary and Counsel, U.S. Govt Ops.