

12-30-2002



102323952

To the Honorable Commissioner

Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Joseph Transportation, Inc.

12-24-02

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

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

3. Nature of conveyance:

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

Execution Date: 12/2/2002

2. Name and address of receiving party(ies)

Name: IntelliTrans, LLC
Internal Address: _____
Address: _____

Street Address: 230 Peachtree St.; Suite 1200

City: Atlanta, State: GA Zip: 30303

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware 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) 75691019
75372597

B. Trademark Registration No.(s) 2343278
2274968

Additional number(s) attached Yes No

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

Name: Christopher J. Bedell

Internal Address: The David J. Joseph Company

Street Address: 300 Pike Street

City: Cincinnati, State: OH Zip: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

NOT RECORDED
DEC 11 2002
RECORDS SECTION

DO NOT USE THIS SPACE

9. Signature.

Christopher J. Bedell
Name of Person Signing

Signature

12/2/02
Date

Total number of pages including cover sheet, attachments, and document: 3

12/27/2002 LHMILLER 00000225 75691019

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

01 FC:0521 40.00 OP
02 FC:0522 25.00 OP

TRADEMARK
REEL: 002639 FRAME: 0645

TRADEMARK ASSIGNMENT

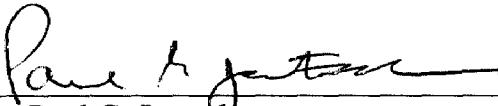
THIS AGREEMENT is effective as of December 2, 2002.

WHEREAS, Joseph Transportation, Inc., a corporation organized and existing under the laws of the State of Delaware, having an address at 300 Pike Street, Cincinnati, Ohio 45202 (hereinafter referred to as "Assignor"), has adopted, acquired, used and is using exclusively in its business the trademarks listed on Schedule A attached hereto; and

WHEREAS, IntelliTrans, LLC, a limited liability company organized and existing under the laws of the State of Delaware (hereinafter referred to as "Assignee") is desirous of acquiring all right, title and interest in and to said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee, its successors and assigns all of its right, title and interest in and to the trademarks, together with all the goodwill of the business symbolized by said marks, and together with the right to sue and collect damages and/or profits for past infringements of said marks, the intent hereof being to substitute Assignee in the place of Assignor, reserving, however, to Assignor the Reserved Rights set forth in Section 1.1 of the Asset Purchase Agreement.

JOSEPH TRANSPORTATION, INC.

By: 
Name: Paul G. Jantsch
Title: President

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

On this 2nd day of December , 2002 before me personally appeared Paul G. Jantsch, to me personally known, who, being duly sworn, did say that he is President of Joseph Transportation, Inc., and that he duly executed the foregoing instrument for and on behalf of said company being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of said corporation.

MARY JOANN COLEBROOK
Notary Public, State of Ohio
My Commission Expires April 25, 2007


Notary Public

EXHIBIT A TO TRADEMARK ASSIGNMENT

<u>Trademark</u>	(Serial No.) <u>Reg. No.</u>	(Filing Date) <u>Reg. Date</u>
RoadRunner (Service Mark)	(75691019) 2343278	(April 26, 1999) April 18, 2000
RoadRunner (Trademark)	(75372597) 2274958	(October 14, 1997) August 31, 1999