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

RECORD AT TRADEMARK



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DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies): DTG Operations, Inc. Formerly Dollar Rent A Car Systems, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Dollar Rent A Car, Inc

Internal Address:

Address:

Street Address: 5330 E. 31st Street

City: Tulsa State: OK Zip: 74135

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 1, 2002

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

A. Trademark Application No.(s) 75/779,869

B. Trademark Registration No.(s) See Attached

Additional number(s) attached Yes No

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

Name: David R. Haarz

Internal Address: Dickinson Wright, PLLC Suite 800

Street Address: 1901 L Street, N.W.

City: Washington State: D.C. Zip: 20036

6. Total number of applications and registrations involved: 30

7. Total fee (37 CFR 3.41) \$765.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

04-1061

Any shortage

(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.

David R. Haarz Name of Person Signing

Signature

January 8, 2003 Date

Total number of pages including cover sheet, attachments, and document: 10

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

01/28/2003 DBYRME 00000007 75779869

01 FC:0521 02 FC:0522

40.00/OP 725.00 OP

TRADEMARK REEL: 002660 FRAME: 0153

OFFICE OF PUBLIC RECORDS FINANCE SECTION 2003 JAN -3 PM 3:25 TRADEMARK FEE PROCESS REC'D 2003 JAN 8 4:45

10

List of Trademark Registration Numbers assigned
from DTG Operations, Inc. (formerly Dollar Rent A Car Systems, Inc.) to
Dollar Rent A Car, Inc. effective January 1, 2003

REGISTRATION NUMBERS

948,360
1,257,123
1,492,628
1,493,576
1,768,245
1,782,238
1,823,254
1,825,518
1,826,644
1,979,995
1,989,455
2,024,146
2,023,133
2,079,330
2,110,019
2,170,106
2,181,616
2,182,755
2,209,577
2,245,294
2,259,767
2,297,163
2,326,037
2,335,857
2,392,236
2,525,162
2,583,652
2,588,141
2,662,569

ASSIGNMENT

ASSIGNMENT effective this 1st day of January, 2003, by and between DTG Operations, Inc. formerly Dollar Rent A Car Systems, Inc. having changed its name by an Amendment to its Articles of Incorporation, a copy of which is attached, (hereinafter "DTG"), an Oklahoma corporation having its principal place of business at 5330 E. 31st Street, Tulsa, Oklahoma 74135-5028, to Dollar Rent A Car, Inc. (hereinafter "RENT A CAR"), an Oklahoma corporation having its principal place of business at 5330 E. 31st Street, Tulsa, Oklahoma 74135-5028.

WHEREAS, DTG owns and has used, or is using, inter alia, the service marks and trademarks identified in the attached Exhibit 1 (the "Marks").

WHEREAS, RENT A CAR is desirous of acquiring the Marks and the goodwill of the business associated therewith, as well as all of the applications and registrations therefor identified in the attached Exhibit 1.

NOW THEREFORE, as a capital contribution by DTG to RENT A CAR pursuant to, and in accordance with, Section 351 of the Internal Revenue Code, DTG hereby conveys, transfers, and assigns to RENT A CAR all its rights, title, and interest in and to the Marks, as well as all the applications and registrations therefor (as identified in attached Exhibit 1), together with the goodwill of the business symbolized thereby.

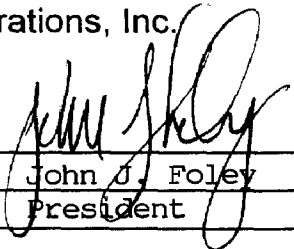
DTG further assigns to RENT A CAR all rights to sue for and receive all damages occurring from any past infringing uses of the Marks.

DTG warrants that it has good and valid title to the Marks, including the applications and registrations therefor.

DTG agrees that upon request by RENT A CAR, DTG shall execute all papers, make all rightful oaths, testify on behalf of RENT A CAR and do other lawful acts necessary to carry to the intent of this Assignment at RENT A CAR's expense and request, as well as provide such documents, material, information, or assistance as RENT A CAR may consider necessary.


This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

DTG Operations, Inc.

By: 
Name: John J. Foley
Title: President

STATE OF OKLAHOMA
COUNTY OF TULSA

John J. Foley being duly sworn, did depose and say this 1st
day of January, 2003, that he/she is an officer of DTG
Operations, Inc.; that he/she is authorized to execute this Assignment on behalf
of said corporation; that he/she has read and signed the foregoing Assignment
and knows and understands the contents thereof.


Notary Public
My Commission expires: December 16, 2003; My Commission No. is 99018041

Assignment accepted:

Dollar Rent A Car, Inc.

By: Fred J. Fleischner
Name: Fred J. Fleischner
Title: Vice President

STATE OF OKLAHOMA
COUNTY OF TULSA

Fred J. Fleischner being duly sworn, did depose and say this 1st
day of January, 2003, that he/she is an officer of Dollar Rent A
Car, Inc.; that he/she is authorized to execute this Assignment on behalf of said
corporation; that he/she has read and signed the foregoing Assignment and
knows and understands the contents thereof.


Notary Public
My Commission expires: December 16, 2003; My Commission No. is 99018041

OFFICE OF THE SECRETARY OF STATE



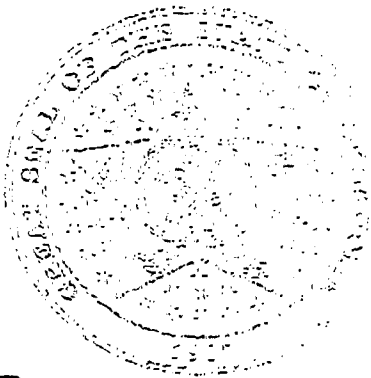
**AMENDED
CERTIFICATE OF INCORPORATION**

WHEREAS the Amended Certificate of Incorporation of
DTG OPERATIONS, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 2nd
day of December, 2002.

Kay Dudley
Secretary of State
By: *Dana Perry*

FILED

DEC 02 2002

OKLAHOMA SECRETARY
OF STATE

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
DOLLAR RENT A CAR SYSTEMS, INC.**

TO: Oklahoma Secretary of State
101 State Capitol Building
Oklahoma City, Oklahoma 73105

The undersigned Oklahoma corporation, for the purpose of amending its Certificate of Incorporation as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

FIRST: That Article First of the Certificate of Incorporation be and it hereby is amended to read as follows:

1. The name of the corporation is:

DTG OPERATIONS, INC.

SECOND: That Article Fourth of the Certificate of Incorporation be and it hereby is amended to read as follows:

4. The total number of shares of stock which the corporation shall have authority to issue is Fifty Thousand (50,000), all of which are ~~without~~ par value. All such shares are of one class and are shares of Common Stock. - 01

THIRD: That by unanimous written consent of the Board of Directors, resolutions were duly adopted setting forth the proposed amendments to the Certificate of Incorporation of the corporation and declaring said amendments to be advisable and submitting same to the shareholders of the Corporation for consideration.

FOURTH: That pursuant to said resolutions of the Board of Directors, by unanimous written consent, the shareholders of the Corporation approved the amendments.

FIFTH: That such amendments were duly adopted in accordance with 18 Okla. Stat. §1077.


RECEIVED
OK SEC. OF STATE

DEC 02 2002

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its President and attested by its secretary effective the 2nd day of December, 2002.

Dollar Rent A Car Systems, Inc.

By:



Gary L. Paxton, President

ATTEST:



Vicki J. Vaniman, Secretary

EXHIBIT 1 to Assignment effective January 1, 2003
from DTG Operations, Inc. to Dollar Rent A Car, Inc.

UNITED STATES

MARK	REGISTRATION NUMBER	REGISTRATION DATE	CLASS NUMBER
DOLLAR	948,360	05 DECEMBER 1972	39
DOLLAR RENT-A-CAR SYSTEMS	1,257,123	08 NOVEMBER 1983	39
DOLLAR	1,492,628	14 JUNE 1988	39
DOLLAR (Stylized)	1,493,576	21 JUNE 1988	39
DOLLAR & DESIGN (Color)	1,768,245	27 APRIL 1993	39
DOLLAR & DESIGN (B&W)	1,782,238	13 JULY 1993	39
RIGHT ON THE AIRPORT. RIGHT ON THE MONEY.	1,823,254	22 FEBRUARY 1994	39
DOLLAR	1,825,518	08 MARCH 1994	39
DOLLAR & DESIGN (Color)	1,826,644	15 MARCH 1994	39
DOLLAR TOURS	1,979,995	11 JUNE 1996	39
QUICK KEYS	1,989,455	30 JULY 1996	39
DOLLAR MAKES SENSE.	2,024,146	17 DECEMBER 1996	39
GREAT DRIVES	2,023,133	17 DECEMBER 1996	39
DOLLAR RENT A CAR & DESIGN (COLOR)	2,079,330	15 JULY 1997	39
DOLLAR RENT A CAR	2,110,019	28 OCTOBER 1997	39
DOLLAR	2,170,106	30 JUNE 1998	42
THE SENSIBLE RATES	2,181,616	11 AUGUST 1998	39
DOLLAR & DESIGN (B&W)	2,182,755	18 AUGUST 1998	42
SILVER DOLLAR CLUB	2,209,577	08 DECEMBER 1998	39
DOLLAR & DESIGN (Color)	2,245,294	18 MAY 1999	42
FASTLANE	2,259,767	06 JULY 1999	39
TRAVEL AGENT THANK YOU AWARDS	2,297,163	30 NOVEMBER 1999	39
DOLLAR	2,326,037	07 MARCH 2000	39
FASTLANE & DESIGN	2,335,857	28 MARCH 2000	39
DOLLAR TRAVEL	2,392,236	03 OCTOBER 2000	39
OUR CARS WORK WHEN YOURS WON'T	2,525,162	01 JANUARY 2002	39
DOLLAR NAVIGATOR	2,583,652	18 JUNE 2002	39
EXPRESS RATES	2,588,141	02 JULY 2002	39
BUSINESSPLUS	2,662,569	17 DECEMBER 2002	39

UNITED STATES

MARK	APPLICATION NUMBER	APPLICATION DATE	CLASS NUMBER
CUSTOMER FIRST	75/779,869	20 AUGUST 1999	39