

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark OfficeRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

TTC Holdings, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - Delaware
☐ Other

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

2. Name and Address of receiving party(ies)

Name: AE Europe, LLC

Address: 39 Commercial Street, Portland, Maine 04101

☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation _____
☒ 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

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Effective Date: December 19, 2003

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

A. Trademark Application No.(s): see attached schedule

B. Trademark Registration No.(s): see attached schedule

Additional numbers attached? ☒ Yes ☐ No

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

Hayley M. Smith
 Senior Legal Assistant
 Kirkland & Ellis
 153 East 53rd Street
 New York, NY 10022-4675
 Telephone (212) 446-4800
 Fax (212) 446-49000

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41)..... \$ 165

☐ Enclosed☒ Authorized to be Charged to Deposit Account

8. Deposit Account No. 111098

(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.

Hayley M. Smith
 Name of Person Signing

Hayley Smith
 Signature

12/31/03
 Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$165.00 111098 76540996

SCHEDULE TO RECORDATION COVER SHEET

Mark	Country	Serial/Reg. No.
KEMWEL	USA	76/540,996
KEMWEL (w/logo)	USA	76/540,997
CARPASS	USA	2,257,786
KEMWEL LOGO	USA	1,703,776
KEMFAX	USA	2,255,968
SONIC COMMISSIONS	USA	2,283,785

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (this "Agreement") is entered into as of December __, 2003 (the "Effective Date") by and between TTC Holdings, Inc. a Delaware corporation ("Assignor"), and AE Europe, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Auto Europe, LLC, AE Europe Limited, Auto Europe Deutschland GmbH, Parkway Australia Holdings Pty Limited, MyTravel Group plc (collectively, the "Sellers") and Assignee have entered into a certain Asset Purchase Agreement dated as of November 16, 2003 (the "APA"), providing for, among other things, the sale, conveyance, transfer and delivery by the Sellers of all right, title and interest in and to intellectual property owned by or licensed to the Sellers and primarily used or held for use in the business of leisure car rental services; and

WHEREAS, Assignor has agreed to transfer, sell and assign to the Assignee all right, title and interest in and to the marks and/or trade names set forth on Schedule A hereto, together with the goodwill of the businesses associated therewith (collectively, the "Marks").

NOW, THEREFORE, in consideration of the representations, warranties and covenants contained in the APA and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

Assignment. The Assignor hereby assigns to the Assignee all right, title, and interest in and to the Marks.

Rights and Privileges. All rights and privileges, including without limitation the right to sue for and receive all damages from past infringements of the Marks, shall be held and enjoyed by the Assignee and its successors, assigns and other legal representatives.

Further Assurances. The Assignor agrees to execute and deliver at any future date any additional documents that the Assignee reasonably determines are required to perfect the Assignee's ownership of or title to the Marks.

Authorization. The Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record the Assignee as the assignee and owner of any and all of the Assignor's rights in the Marks.

Governing Law. This Agreement shall be governed by and construed in accordance with the terms and conditions set forth in Section 12.7 of the APA.

Defined Terms. Any defined term not specifically defined herein shall have the meaning specified in the APA.

Integration. This Agreement, together with the APA and its Exhibits and Schedules, represents the entire agreement and understanding between the parties concerning the subject matter hereof, and may not be amended except by the written agreement of the parties.

Counterparts. This Agreement may be executed in two or more counterparts, which may be facsimile counterparts, each of which shall be deemed to be an original but all of which shall constitute one and the same instrument.

[Signature page follows.]

IN WITNESS WHEREOF, Assignor has duly executed this Trademark Assignment Agreement as of the date first above written.

TTC HOLDINGS, INC.

By: 

Name: Robert J. Maraist

Title: Vice President

SCHEDULE A

Mark	Country	Serial/Reg. No.
KEMWEL	USA	76/540,996
KEMWEL (w/logo)	USA	76/540,997
CARPASS	USA	2,257,786
KEMWEL LOGO	USA	1,703,776
KEMFAX	USA	2,255,968
SONIC COMMISSIONS	USA	2,283,785

KIRKLAND & ELLIS LLP***Fax Transmittal***

Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Phone: 212 446-4800
Fax: 212 446-4900

Please notify us immediately if any pages are not received.

THE INFORMATION CONTAINED IN THIS COMMUNICATION IS CONFIDENTIAL, MAY BE ATTORNEY-CLIENT PRIVILEGED, MAY CONSTITUTE INSIDE INFORMATION, AND IS INTENDED ONLY FOR THE USE OF THE ADDRESSEE. UNAUTHORIZED USE, DISCLOSURE OR COPYING IS STRICTLY PROHIBITED AND MAY BE UNLAWFUL.

IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR,
PLEASE NOTIFY US IMMEDIATELY AT:
212 446-4800.

To:	Company:	Fax #:	Direct #:
Assignment Branch	United States Patent & Trademark Office	703-306-5995	
From:	Date:	Pages w/cover:	Fax #:
Hayley M. Smith	December 31, 2003	7	212 446-4900
Direct #: 212 446-4727			
Message:			

Please record the attached assignment between TTC Holdings Inc. and AE Europe LLC

Sincerely,



Hayley Smith,
Senior Legal Assistant