

12-10-2003



OMB No. 0651-0027 (exp. 5/31/2002)

102619443

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

1. Name of conveying party(ies): 11-14-03

NCR Affiliate Servicer, Inc.

☐ Individual☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation: Delaware☐ 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: October 8, 2003

2. Name and address of receiving party(ies):

Name: **National Car Rental System, Inc.**Street Address: 200 South Andrews AvenueFt. Lauderdale, FL 33301☐ Individual(s) citizenship: _____☐ Association _____☐ General Partnership of: _____☐ Limited Partnership of: _____☒ Corporation: Delaware☐ 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

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

A. Trademark Application No.(s)

Ser. No. 76/485,013Ser. No. 76/496,640Ser. No. 76/496,639

and 9 others listed in the Attachment

B. Trademark Registration No.(s)

Reg. No. 1,771,905Reg. No. 1,900,930Reg. No. 1,334,744

and 25 others listed in the Attachment

Additional numbers attached

☒ Yes ☐ No

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

Name: Thomas E. Zutic, Esq.Internal Address: PIPER RUDNICK LLPStreet Address: 1200 Nineteenth Street, NWCity: Washington State: DC ZIP: 200366. Total number of applications and registrations involved: ...40...7. Total fee (37 C.F.R. § 3.41). ...\$1,015.00☒ 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.

Thomas E. Zutic, Esq.

Name of Person Signing

Signature

11/14/2003

Date

Total no. of pages incl. cover sheets, attachments, and document: 8

ATTACHMENT

Trademark	Application No.	Registration No.
1-800-CAR-RENT	74/317,046	1,771,905
1-888-EMERALD	76/485,013	
A WORLD OF OPPORTUNITY FOR FREQUENT FLYERS	74/537,559	1,900,930
Bars Design	73/499,850	1,334,744
C.A.R.E.	75/094,627	2,043,641
EMERALD AISLE	73/735,811	1,530,135
EMERALD CLUB	73/675,003	1,482,719
EMERALD CLUB & Triangle Design	75/275,489	2,132,844
EMERALD CLUB AISLE SERVICE	75/081,684	2,035,767
EMERALD ELITE	74/031,249	1,653,347
EMERALD EXTRA	75/081,685	2,050,707
EMERALD PLUS	73/675,024	1,479,050
EMERALD RESERVE	76/496,640	
EMERALD RESERVE SERVICE	76/496,639	
Flag Design	73/702,462	1,536,821
GO YOUR OWN WAY	76/046,840	2,513,471
GREEN MEANS GO	74/514,981	1,892,377
GREENLIGHT	78/192,162	
GREENLIGHT SERVICE	78/192,166	
HANDHELD RETURN SERVICE	75/011,507	2,038,434
NATIONAL	73/753,133	1,537,711
NATIONAL	74/020,558	1,635,709
NATIONAL & Bars Design	73/499,851	1,338,402
NATIONAL & Flag Design	73/702,465	1,534,669
NATIONAL CAR AND TRUCK RENTAL	76/468,160	
NATIONAL CAR AND TRUCK RENTAL & Flag Design (in Green Rectangle)	76/248,854	
NATIONAL CAR RENTAL	73/753,061	1,540,913
NATIONAL CAR RENTAL & Flag Design	73/702,456	1,534,668
NATIONAL CAR RENTAL & Flag Design (in Green Rectangle)	75/536,255	2,363,789
NATIONAL CAR RENTAL CENTER & Flag Design	75/563,002	2,392,662
NATIONAL CAR SALES	76/460,303	
NATIONAL LOCATION D'AUTOS ET DE CAMIONS & Flag Design (in Green Rectangle)	76/248,853	
ODYSSEY	75/467,407	2,398,367
ONE CLICK RENTAL	76/027,189	
ONE CLICK RESERVATION	76/027,343	
PAPER-LESS EXPRESS	73/709,344	1,506,441
SPECIALS TO GO	75/743,600	2,418,439
THE CAR RENTAL COMPANY OF CHOICE	76/431,044	
THE NATIONAL CAR RENTAL PRIORITY CARD (Stylized)	73/343,371	1,233,913
THE NATIONAL CAR RENTAL PRIVILEGE CARD (Stylized)	73/343,372	1,233,914

Delaware

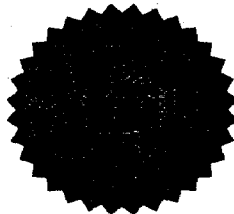
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NCR AFFILIATE SERVICER, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NATIONAL CAR RENTAL SYSTEM, INC." UNDER THE
NAME OF "NATIONAL CAR RENTAL SYSTEM, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF OCTOBER,
A.D. 2003, AT 11:21 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2494635 8100M

030647421

AUTHENTICATION: 2678490

DATE: 10-08-03

TRADEMARK
REEL: 002877 FRAME: 0115

CERTIFICATE OF OWNERSHIP AND MERGER
OF
NCR AFFILIATE SERVICER, INC.
(a Delaware corporation)
INTO
NATIONAL CAR RENTAL SYSTEM, INC.
(a Delaware corporation)

Pursuant to Sections 103 and 253 of the
Delaware General Corporation Law

National Car Rental System, Inc., a Delaware corporation (the "Corporation"),
hereby certifies that:

1. The Corporation is the owner of all of the outstanding shares of common
stock of NCR Affiliate Servicer, Inc., a Delaware corporation.

2. The Board of Directors of the Corporation by unanimous written consent
dated October 2, 2003, pursuant to Section 141(f) of the General Corporation Law of the State
of Delaware (the "DGCL"), duly adopted resolutions authorizing the merger of NCR Affiliate
Servicer, Inc. into the Corporation pursuant to Section 253 of the DGCL. A true copy of such
resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or
rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Ownership and Merger this 21st day of October, 2003.

NATIONAL CAR RENTAL SYSTEM, INC.

By: *[Signature]*
Name: O. Mason Hurst, Jr.
Title: V.P.

9512695.2

Exhibit A

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
NATIONAL CAR RENTAL SYSTEM, INC.**

The undersigned, constituting all of the members of the board of directors of National Car Rental System, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the Delaware General Corporation Law ("DGCL"), do hereby consent and agree to the adoption of the following resolutions with the same force and effect as if said resolutions had been duly adopted at a meeting of the board of directors of the Corporation and direct that this instrument be filed by the Secretary of the Corporation with the corporate minutes of the Corporation.

WHEREAS, the board of directors of the Corporation has determined that the merger of NCR Affiliate Servicer, Inc. ("NCR Affiliate") into the Corporation is desirable and in the best interests of the Corporation;

NOW, THEREFORE, IT IS RESOLVED, that NCR Affiliate be merged into the Corporation, which shall be the surviving corporation (the "Surviving Corporation") and that all of the estate, property, rights, privileges, powers and franchises of NCR Affiliate be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the NCR Affiliate in its name;

IT IS FURTHER RESOLVED, that the Corporation shall assume all of the obligations of NCR Affiliate;

IT IS FURTHER RESOLVED, that the terms and conditions of the merger (the "Merger") are as follows:

- (a) each issued and outstanding share of capital stock of NCR Affiliate Servicer, Inc. shall, at the effective time of the Merger, be cancelled;
- (b) each share of the Corporation that is issued and outstanding as of the effective time of the Merger shall continue to represent one share of the Surviving Corporation; and
- (c) the certificate of incorporation of the Corporation, as in effect immediately prior to the effective time of the Merger, shall be the certificate of incorporation of the Surviving Corporation, until thereafter amended as provided by law.

IT IS FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver in the name and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, in accordance with Sections 103 and 253 of the DGCL;

9512902.2

IT IS FURTHER RESOLVED, that the Merger shall become effective and that the separate corporate existence of NCR Affiliate shall cease upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL;

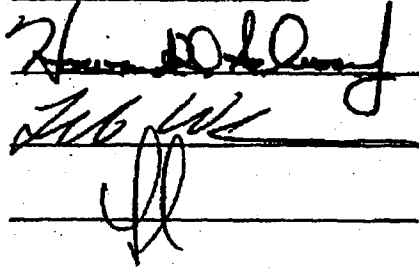
IT IS FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver in the name and on behalf of the Corporation, such other documents, instruments and certificates and to take such other actions as he or she, in his or her sole discretion deems necessary or appropriate to carry out the full intent and purposes of the foregoing resolutions; and

IT IS FURTHER RESOLVED, that this instrument may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall be deemed to be one and the same instrument.

**COUNTERPART SIGNATURE PAGE TO
UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
NATIONAL CAR RENTAL SYSTEM, INC.**

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous
Written Consent of the Board of Directors of National Car Rental System, Inc. as of October
8, 2003.

BOARD OF DIRECTORS:

Three handwritten signatures are written on three horizontal lines. The first signature is the most legible, appearing to be 'John J. ...'. The second and third signatures are more stylized and difficult to decipher.