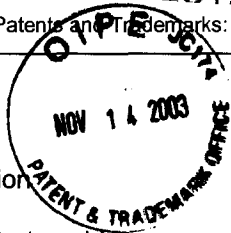


12-10-2003



102619442

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



1. Name of conveying party(ies):
National Car Rental System LLC
 Individual 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: **Vanguard Trademark Holdings S.a.r.l.**
 Street Address: 46/A Avenue J.F. Kennedy
L-1855 Luxembourg
 Individual(s) citizenship: _____
 Association _____
 General Partnership of: _____
 Limited Partnership of: _____
 Corporation:
 Other: Private Limited Company-- Luxembourg
 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: **October 14, 2003**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Ser. No. 76/485,013
 Ser. No. 76/496,640
 Ser. No. 76/496,639
 and 9 others listed in the Attachment

B. Trademark Registration No.(s)
 Reg. No. 1,771,905
 Reg. No. 1,900,930
 Reg. 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 LLP
 Street Address: 1200 Nineteenth Street, NW
 City: Washington State: DC ZIP: 20036

6. 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 Thomas E. Zutic 11/14/2003
 Signature Date

11/14/2003 000198 000087 76487013

Total no. of pages incl. cover sheets, attachments, and document: 6

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

ASSIGNMENT

This Assignment is made as of October 14, 2003 (the "Effective Date"), by and between National Car Rental System LLC, a Delaware limited liability company with its principal offices located at 200 South Andrews Avenue, Fort Lauderdale, Florida 33301 ("Assignor") and Vanguard Trademark Holdings S.à.r.l., a private limited company organized and existing under the laws of Luxembourg with its registered office at 46/A Avenue J.F. Kennedy, L-1855 Luxembourg ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks and service marks and the registrations and/or applications therefor that are listed on Exhibit A (collectively, the "Marks"); and

WHEREAS, Assignor is desirous of assigning and Assignee is desirous of obtaining all right, title and interest in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys unto Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by the Marks, the same to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and/or other legal representatives.

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed as of the date(s) set forth below, with effect as of the Effective Date, which Assignment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[signatures appear on the following pages]

ASSIGNOR:

NATIONAL CAR RENTAL SYSTEM LLC

By:

Name: Howard D. Schwartz

Title: Senior Vice President

Date: _____

State of New York)

: ss.:

County of New York)

On this October 9th, 2003, before me the undersigned, a Notary Public for the State of New York, personally appeared Howard D. Schwartz, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individual who executed this instrument as Senior Vice President of National Car Rental System LLC and that he signed his name thereto.

Patricia G. Bolt

Notary Public

PATRICIA A. BOTTI
Notary Public, State of New York
No. 31-01BO4984082
Qualified in New York County
Commission Expires July 15, 2007

ASSIGNEE:
VANGUARD TRADEMARK HOLDINGS S.À.R.L.

By: VANGUARD CAR RENTAL INTERNATIONAL
HOLDINGS S.À.R.L., as Manager

By: WORLDWIDE EXCELLERATED LEASING
LTD., as A Manager

By: BAG
Name: Bradley A. Gold
Title: Vice President
Date: _____

By: _____
Name: _____,
as B Manager
Date: _____

State of New York)

: ss.:

County of New York)

On this October 9th, 2003, before me the undersigned, a Notary Public for the State of New York, personally appeared Bradley A. Gold, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individual who executed this instrument as Vice President of Worldwide Excellerated Leasing Ltd., which entity is the A Manager of Vanguard Car Rental International Holdings S.à.r.l., which entity is the Manager of Vanguard Trademark Holdings S.à.r.l., and that he signed his name thereto.



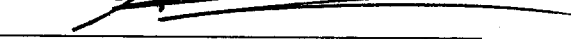
JEANETTE ARIOLA
Notary Public, State of New York
No. 01AR4798015
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Dec. 31, 2005

ASSIGNEE:
VANGUARD TRADEMARK HOLDINGS S.À.R.L.

By: VANGUARD CAR RENTAL INTERNATIONAL
HOLDINGS S.À.R.L., as Manager

By: WORLDWIDE EXCELLERATED LEASING
LTD., as A Manager

By: _____
Name: Bradley A. Gold
Title: Vice President
Date: _____

By: 
Name: Patrick van Denzen,
as B Manager
Date: October 13th, 2003

State of New York)
 : ss.:
County of New York)

On this October ____, 2003, before me the undersigned, a Notary Public for the State of New York, personally appeared Bradley A. Gold, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individual who executed this instrument as Vice President of Worldwide Excellerated Leasing Ltd., which entity is the A Manager of Vanguard Car Rental International Holdings S.à.r.l., which entity is the Manager of Vanguard Trademark Holdings S.à.r.l., and that he signed his name thereto.

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