

12-10-2003

(Rev. 03/01)

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

11-14-03



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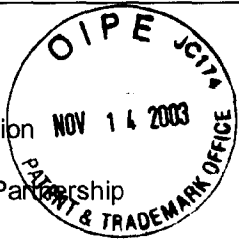
To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

National Car Rental System, Inc.

- 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: National Car Rental System LLC

Street Address: 200 South Andrews Avenue
Ft. Lauderdale, FL 33301

- Individual(s) citizenship: _____
- Association _____
- General Partnership of: _____
- Limited Partnership of: _____
- Corporation:
- Other: Limited Liability Company -- Delaware

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 9, 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
Signature

11/14/2003
Date

Total no. of pages incl. cover sheets, attachments, and document: 7

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

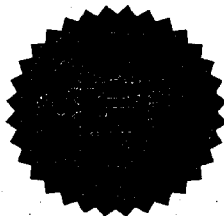
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NATIONAL CAR RENTAL SYSTEM, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NATIONAL CAR RENTAL SYSTEM, INC." TO "NATIONAL CAR RENTAL SYSTEM LLC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 2003, AT 10:55 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 8100V

030650231

AUTHENTICATION: 2680952

DATE: 10-09-03

TRADEMARK
REEL: 002879 FRAME: 0057

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:55 AM 10/09/2003
FILED 10:55 AM 10/09/2003
SRV 030650231 - 2494635 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
NATIONAL CAR RENTAL SYSTEM, INC.
TO
NATIONAL CAR RENTAL SYSTEM LLC

Pursuant to Section 266 of the Delaware General Corporation Law
and Section 18-214 of the Delaware Limited Liability Company Act

1. The name of the corporation is National Car Rental System, Inc. (the "Corporation"). The date of filing its original Certificate of Incorporation with the Secretary of State of the State of Delaware was April 4, 1995, under the name NCR Acquisition Corp.
2. The name of the limited liability company as set forth in the Certificate of Formation to be filed with the Secretary of State of the State of Delaware in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is National Car Rental System LLC (the "Limited Liability Company").
3. The conversion of the Corporation into the Limited Liability Company has been approved in accordance with the provisions of Section 266. The conversion of the Corporation into the Limited Liability Company shall be effective upon the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware.

9312699.2

TRADEMARK
REEL: 002879 FRAME: 0058

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person this 9th day of October, 2003.

NATIONAL CAR RENTAL SYSTEM, INC.

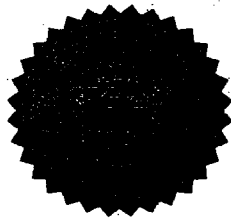
By: *O Mason Horst*
Name: *O. Mason Horst, #*
Title: *V.P.*

Delaware

The First State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "NATIONAL CAR RENTAL SYSTEM LLC." FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 2003, AT 10:55 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2494635 8100V

030650231

AUTHENTICATION: 2680952

DATE: 10-09-03

TRADEMARK
REEL: 002879 FRAME: 0060

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:55 AM 10/09/2003
FILED 10:55 AM 10/09/2003
SRV 030650231 - 2494635 FILE

**CERTIFICATE OF FORMATION
OF
NATIONAL CAR RENTAL SYSTEM LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

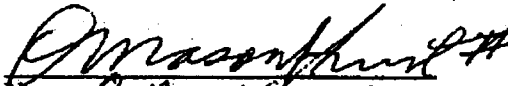
FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is National Car Rental System LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of National Car Rental System LLC this 9th day of October, 2003.

NATIONAL CAR RENTAL SYSTEM LLC

By:


Name: O. MASON
Title: Authorized Person

95126992